



THE UNITED STATES  
CORPORATION  
COMPANY

# P97000035988

ACCOUNT NO. : 072100000032

REFERENCE : 835595 4329479

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : May 28, 1998

*Patricia Poynt*

ORDER TIME : 3:13 PM

ORDER NO. : 835595-005

CUSTOMER NO: 4329479

500002540035--4

CUSTOMER: H. A. Tico Perez, Esq  
Baker & Hostetler  
200 South Orange Avenue  
Suntrust Center Suite 2300  
Orlando, FL 32802-0112

DOMESTIC AMENDMENT FILING

NAME: DIRECT BUY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
98 MAY 28 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 MAY 28 PM 4:06  
DIVISION OF CORPORATION

5/29

*Amend  
& Name  
change  
C.C.*

FILED

98 MAY 28 PM 4:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
DIRECT BUY, INC.

Pursuant to Section 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Articles of Incorporation of DIRECT BUY, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on April 22, 1997:

1. By vote of the sole Shareholder of the Corporation, the second paragraph of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

The name of the corporation (hereinafter called the Corporation) is:

**The Brand Management Corporation**

2. By vote of the sole Shareholder of the Corporation, the fourth paragraph of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

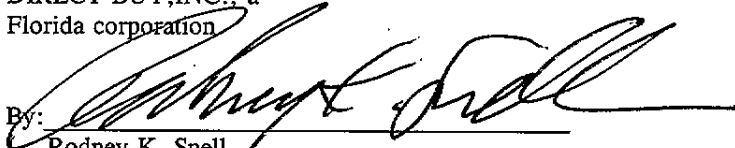
The nature of the business and purposes to be conducted and promoted by the Corporation is to market the products and services of celebrities to the mass consumer and business markets and to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

3. The foregoing amendments to the Articles of Incorporation were unanimously adopted by the sole member of the Board of Directors and the sole Shareholder of the Corporation on the 20 day of May, 1998, and such approval by the sole Shareholder was sufficient for approval for amendment of the Articles of Incorporation.

DATED this 20 day of May, 1998.

\*\*\*CORPORATE SEAL\*\*\*

DIRECT BUY, INC., a  
Florida corporation

By:   
Rodney K. Snell  
As its: President

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 20 day of May, 1998, by Rodney K. Snell, as President of Direct Buy, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

(NOTARY SEAL)

OFFICIAL NOTARY SEAL  
H A TICO PEREZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC566951  
MY COMMISSION EXP. JULY 14, 2000

(Notary Signature)

(Notary Name Printed)

NOTARY PUBLIC  
CommissionNo. \_\_\_\_\_