

HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NOBLE
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

May 15, 1997

970000041822
HIDE PARK PROFESSIONAL CENTER
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TALLAHASSEE, FLORIDA 32306

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Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

900002183049--3
-05/19/97--01109--007
*****87.50 *****87.50

Re: On Location Model & Talent Management, Inc.

Dear Sir:

Enclosed herewith is an original and one copy of the Amendment to the Articles of Incorporation for the above captioned corporation and our check in the amount of \$87.50 to cover the cost of the following:

Filing Fee	\$35.00
Certified Copy Fee	52.50

I would appreciate your filing the Amendment to the Articles, date stamping the enclosed copy and returning it to me.

Sincerely,

Randell Miller/bja
Randell Miller

RM/bja
Enclosures
cc: Sandra S. Kostick (w/o encl.)

*Call
immediately
please call
at (813) 251-8659*

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ON LOCATION MODEL & TALENT MANAGEMENT, INC.

WHEREAS, the right to amend the Articles of Incorporation, has been reserved in Article XII of the Articles.

THEREFORE, the Articles of Incorporation are amended as follows:

1.

Article I shall be deleted in its entirety and the following Article I shall be inserted in lieu thereof:

ARTICLE I
Name

The name of this Corporation shall be: ON LOCATION MODEL & TALENT, INC.

2.

Section (a) of Article V shall be deleted in its entirety and the following Section (a) shall be inserted in lieu thereof:

(a) To engage in the business of developing, consulting and placement of models and talents.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on the 15 day of May, 1997. This Amendment has been adopted by the unanimous consent of the shareholders on the 15 day of May, 1997.

Jenny Kostick
President

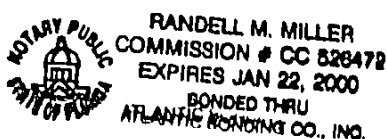
Em T. Threshow
Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15 day of May, 1997, by Sandra S. Kostick, President of On Location Model & Talent, Inc., a Florida Corporation, on behalf of the Corporation. She is personally known to me and did not take an oath.

Randell M. Miller
Notary Public (Signature)
Randell M. Miller
Notary Public (Printed Name)



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15 day of May, 1997, by Eric T. Thornsborough, Secretary of On Location Model & Talent, Inc., a Florida Corporation, on behalf of the Corporation. He is personally known to me and did not take an oath.



RANDELL M. MILLER
COMMISSION # CC 528472
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIS BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell M. Miller

Notary Public (Printed Name)