

2000041822

HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

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

HYDE PARK PROFESSIONAL CENTER  
315 SOUTH HYDE PARK AVENUE  
TAMPA, FLORIDA 33606

TAXATION  
CORPORATION & BUSINESS LAW  
ESTATE PLANNING & ADMINISTRATION

July 16, 1997

(813) 251-8659  
FAX (813) 254-6153

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

200002241672--9  
-07/18/97--01094--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: On Location Model & Talent, Inc.

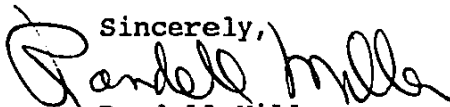
Dear Sir:

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

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

FILED  
97 JUL 18 AM 9 40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*See 7/22*

*Amend.*

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

FILED  
97 JUL 18 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

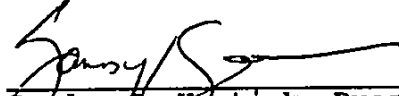
THEREFORE, the Articles of Incorporation are amended as follows:


1.

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 locating clients desiring to become a model or actor for placement with licensed talent agencies.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on the 16 day of July, 1997. This Amendment has been adopted by the unanimous consent of the shareholders on the 16 day of July, 1997.

  
Sandra S. Kostick, President

  
Eric T. Thornsborough, Secretary

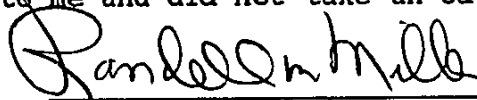
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of July, 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.

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



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



COMMISSION # CC 528472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of July, 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 526472  
EXPIRES JAN 22, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Randell M. Miller

Notary Public (Signature)

Randell M. Miller

Notary Public (Printed Name)