1922 Northeast 154th Street North Mlami Beach, Florida 33162

Sept. 22, 1997

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

500002303585--- 5 -09/25/97--01085--011 *****96.25 *****96.25

To Whom It May Concern:

Enclosed please find Articles of Amendment

for Fame Advertising Specialties, Inc. Our check in

the amount of \$96.25 is enclosed to cover the following:

Filing fee-Articles of Incorporation \$35.00

52.50 Certified Copy of Amendment

8.75 Certificate of Status

\$96.25 TOTAL

Thank you for your help and cooperation.

Sincerely,

FAME ADVERTISING SPECIALTIES, INC.

Mollo

Frank A. Morello

President

FAM/1m Enc.

Tel: (305) 947-5477

Fax: (305) 947-5110

"ADVERTISING DOESN'T COST...IT PAYS"

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FAME ADVERTISING SPECIALTIES INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article V: Change of address: Frank A. Morello, President & Director 1922 N. E. 154th Street No. Miami Beach, Fla. 33162

Article VI: Addition of Officers & Directors:

Martin J. Fein, V-President and Director 1922 N. E. 154th Street No. Miami Beach, Fla. 33162

Linda Marlow, Secretary/Treasurer and Director 1922 N. E. 154th Street No. Miami Beach, Fla. 33162

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: June 25, 1997	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
G	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by	
	voting group	
XX	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signed this 25th day of JUNE , 19 97		
Signature	De Nordo President Director	
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	OR	
	(By a director if adopted by the directors)	
OR		
	(By an incorporator if adopted by the incorporators)	
	FRANK A. MORELLO, PRESIDENT, Director	
	Typed or printed name	
	PRESIDENT & DIRECTOR	
	Title	



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 30, 1997

FRANK A. MORELLO FAME ADVERTISING SPECIALTIES, INC. 1922 NORTHEAST 154TH STREET NORTH MIAM! BEACH, FL 33162

SUBJECT: FAME ADVERTISING SPECIALTIES INC.

Ref. Number: P97000043850

We have received your document for FAME ADVERTISING SPECIALTIES INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Letter Number: 197A00048071

Teresa Brown Corporate Specialist