



THE UNITED STATES
CORPORATION
COMPANY

P97000078896

ACCOUNT NO. : 072100000032

REFERENCE : 631227 4323655

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 11, 1997

ORDER TIME : 11:15 AM

ORDER NO. : 631227-005

CUSTOMER NO: 4323655

900002369319--6

-12/11/97-01036-016

*****35.00 *****35.00

CUSTOMER: Randolph J. Wolfe, Esq
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: MS MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
RECEIVED
97 DEC 11 PM 4:03
97 DEC 11 PM 12:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA DIVISION OF CORPORATION

12/11
Amend

FILED

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
MS MARKETING, INC.

97 DEC 11 PM 4:03

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MS MARKETING, INC., a Florida corporation (the "Corporation"), organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to unanimous written action executed by all of the shareholders and all of the Directors of the Corporation, in lieu of a special meeting (which vote was sufficient for approval), the following resolutions were adopted on December 9, 1997, amending the Articles of Incorporation:

"RESOLVED, that effective as of December 9, 1997 the Corporation amend Article III of its Articles of Incorporation to read as hereinafter set forth:

'ARTICLE III
Capital Stock

This Corporation shall be authorized to issue the following shares of stock:

- (a) 6,000 shares of voting common stock, with a par value of \$.01 per share, which shall be designated "Voting Common Shares"; and
- (b) 4,000 shares of non-voting common stock, with a par value of \$.01 per share, which shall be designated "Non-Voting Common Shares".

The Voting Common Shares and the Non-Voting Common Shares shall have identical entitlements with regard to dividends, liquidation distributions and all other rights and characteristics; provided, however, that the holders of Voting Common Shares shall be entitled to one vote per Voting Common Share and the holders of Non-Voting Common Shares shall have no voting rights relating to the Non-Voting Common Shares. The term "Common Shares" shall be utilized to refer to all shares of authorized common stock, without distinction between the Voting Common Shares and the Non-Voting Common Shares.'


FURTHER RESOLVED, that the shareholders of the Corporation shall remit the Stock Certificates evidencing the currently issued and outstanding shares of common

stock (the "Old Stock") to the Corporation for cancellation, and in exchange therefor the Corporation shall issue new Stock Certificates to the shareholders evidencing their ownership of the Common Shares, which Common Shares shall be issued on the basis of thirty (30) Voting Common Shares and twenty (20) Non-Voting Common Shares for each one (1) share of Old Stock currently issued and outstanding to the shareholders.

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and instructed to take such action as may be necessary to effectuate this resolution, including, but not limited to, executing and filing with the Secretary of State of the State of Florida, Articles of Amendment to Articles of Incorporation to reflect the foregoing resolution."

WHEREUPON, at Tampa, Florida, this 9 day of DECEMBER, 1997, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

MS MARKETING, INC., a Florida corporation

By: 
Harry J. Mathews, President