



Imagineers Network, Inc.

P97000090884

January 2, 1998

Florida Department of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Amendment Section


Dear Sir or Madam:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation of Imagineers Network, Inc., together with a check in the sum of \$35 for the filing of the amendment. Please return the copy of the Amendment (stamped to indicate that it has been filed with the State) to me at the following address:

William R. Burdette
80 SW 8th Street, Suite 100
Miami, FL 33130

Thank you.

Sincerely,


William R. Burdette
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF IMAGINEERS NETWORK, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation and certifies that:

By action of the undersigned as the sole Director and Incorporator of the Corporation on December 31, 1997, the following Resolution was passed as permitted pursuant to Florida Statutes and the Company's By-Laws, being an action of the undersigned as the sole Director of the Corporation and with the approval of all the stockholders of the Corporation:

RESOLVED, that Article I be amended and Article VI be added to the Articles of Incorporation of the Corporation to read as follows:

"ARTICLE I: NAME

The name of the Corporation shall be: SERVICES NETWORK, INC.

"ARTICLE VI: OFFICERS & BOARD OF DIRECTORS

The name and address of the Director and officers of the corporation are as follows:

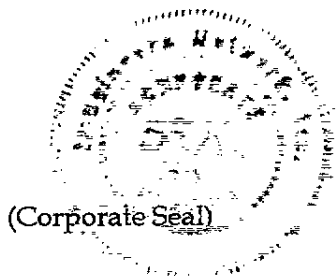
William R. Myers	CEO & Director (Chairman)	150 Alhambra Circle, Ste 1250, Coral Gables, FL 33134
William R. Burdette	Secretary and Director	150 Alhambra Circle, Ste 1250 Coral Gables, FL 33134
Stephen L. Hall	President-Creative Division and Director	150 Alhambra Circle, Ste 1250 Coral Gables, FL 33134
Michael L. Ellingwood	President-E3 Division and Director	150 Alhambra Circle, Ste 1250 Coral Gables, FL 33134
Kathleen D. Walker	Executive Vice President	150 Alhambra Circle, Ste 1250 Coral Gables, FL 33134
Elizabeth Gerner	Treasurer	150 Alhambra Circle, Ste 1250 Coral Gables, FL 33134"

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Amendment to be signed in its name by its Incorporator and its Corporate Seal to be hereunto affixed, as of this 31st day of December, 1997.

INCORPORATOR AND
SOLE INITIAL DIRECTOR



William R. Burdette



APPROVED
AND
FILED
JAN-5 1998
CLERK OF DISTRICT COURT
MID-FLORIDA