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HOWARD, BRAWNER & STONE

ATTORNEYS AT LAW

210 GROVE PROFESSIONAL BUILDING

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MIAMI, FLORIDA 33133

FRANK A. HOWARD, JR.
RETIRED 1993

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January 26, 1998

PHILIP L. BRAWNER
RICHARD J. STONE
KEVIN I. SCHWARTZ
OF COUNSEL
GEORGE DE POZSGAY

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

300002415803--9
-01/29/98--01041--005
*****87.50 *****87.50

Re: Cooper/HMS Partners, Inc. a Florida corporation

Ladies and Gentlemen:

I am enclosing herewith Article of Amendment To Articles of Incorporation of the above named corporation and our check to your order in the sum of \$122.50 in payment of the following:

Filing fee for the Articles of Amendment	\$35.00
Certified copy of the Articles of Amendment	\$52.50
Total	\$87.50

Please file the enclosed document and return a certified copy of the Article of Amendment to me.

Sincerely,

Philip L. Brawner

Philip L. Brawner

FILED
98 JAN 29 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change

NFS

2-2-98

FILED

98 JAN 29 AM 10:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COOPER/HMS PARTNERS, INC.

Cooper/HMS Partners, Inc, a Florida corporation hereby amends its
Articles of Incorporation as follows:

Delete all of Article I of the Articles of Incorporation and
insert in its place the following:

"ARTICLE I - NAME

The name of this corporation shall be:

Cooper HMS Partners Advertising, Inc."

The foregoing amendment was adopted and approved by the unanimous
vote of the Incorporator of the corporation on the 26th day of
January 1998 without shareholder action. No shares have been
issued by the corporation and shareholder action is not required
for the adoption of these Articles of Amendment To Articles Of
Incorporation.

IN WITNESS WHEREOF, the undersigned, being the sole
incorporator of the corporation, has executed these Articles Of
Amendment To Articles of Incorporation on behalf of the corporation
and as evidence of the adoption and approval of the amendment by
the Incorporator this 26th day of January 1998.

Cooper/HMS Partners, Inc.

By: Philip L. Brawner
Philip L. Brawner, Incorporator