

Division of Corporations

P97000108664

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BASIC AMENDMENT

COOPER HMS PARTNERS ADVERTISING, INC.

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2001

COOPER HMS PARTNERS ADVERTISING, INC.
806 DOUGLAS RD.
11TH FLOOR
CORAL GABLES, FL 33134

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: COOPER HMS PARTNERS ADVERTISING, INC.
REF: P97000108664

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

The date of adoption of each amendment must be included in the document.

PLEASE GIVE THE SPECIFIC DATE OF ADOPTION.

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) 487-6880.

Karen Gibson
Corporate Specialist

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PLEASE GIVE ORIGINAL SUBMISSION
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
COOPER HMS PARTNERS ADVERTISING, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is COOPER HMS PARTNERS ADVERTISING, INC. (hereinafter called the "Corporation").
2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

**"ARTICLE I
NAME**

The name of the corporation shall be: Cooper & Hayes Inc."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted by the unanimous written consent of all of the Directors of the Corporation and all of the Shareholders, the number of votes cast for the amendment was sufficient for approval, on the date of these Articles of Amendment, pursuant to Sections 607.0704 and 607.1003 of the Florida Business Corporation Act. The Amendment to the Articles of Incorporation of the Corporation was adopted on January 24, 2001.
5. The effective date of this amended shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment, this 24th day of January, 2001.

COOPER HMS PARTNERS ADVERTISING, INC.

By: Ric Cooper
Ric Cooper, President

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THIRD: The date of each amendment's adoption: 01-26-01

FOURTH: Adoption of Amendment(s) (check one)

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 for each voting group entitled to vote separately on each amendment(s) :

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

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 26 day of JANUARY, 2001

Signature Emma R. Carrasco
(By the Chairman or Vice Chairman of the 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)

EMMA R. CARRASCO
Typed or printed name

PRESIDENT
Title

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