

P98000004535

VideoMed™ Corporation

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15 January 1999

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

FILED
99 JAN 26 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Subject: Name change of existing corporation to allow domestication
of foreign corporation with the same name.**

I am changing the name of an existing Florida corporation called VideoMed Corporation to Media Group, Inc. so that a foreign corporation named VideoMed Corporation may retain its name when it becomes domesticated.

Your department advised me to use this procedure so that this might be accomplished expeditiously.

Thank you very much.

Sincerely,



Arthur H. Bleich
President

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N/C

VS FEB 1 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Videomed Corporation

(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 I (amended to change corporation name)

The name of the corporation shall be: Media Group, Inc.

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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: January 14, 1999

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 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"

- 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 14th day of January, 19 99

Signature



(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)

Arthur H. Bleich

Typed or printed name

Incorporator

Title