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LAW OFFICES OF

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FILED
98 MAR 24 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 20, 1998

600002465736-7

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

-03/24/98-01005-001
*****35.00 *****35.00

Re: CORPORATE IMAGE PROMOTIONAL ADVERTISING, INC.

Dear Sir or Madam:

In connection with the above corporation, enclosed please find the original and two (2) copies of the 2nd Articles of Amendment to the Articles of Incorporation. Please return to this office a conformed copy of the same once it has been filed.

I have also enclosed our check in the amount of \$35.00 for your filing fee.

Should you have any questions, please do not hesitate to contact the undersigned. Thank you.

Sincerely yours,

Cheryl A. Mathews

Cheryl A. Mathews
Legal Assistant

Enclosures

VS MAR 26 1998

Amend.

BOCA OFFICE:

1200 FEDERAL HIGHWAY • SUITE 200 • BOCA RATON, FLORIDA 33432 • (561)368-2040

2nd ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CORPORATE IMAGE PROMOTIONAL ADVERTISING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation.

1. The name of the Corporation is: CORPORATE IMAGE PROMOTIONAL ADVERTISING, INC.

2. The following amendment of the Articles of Incorporation was adopted by the Incorporator on February 2, 1998, in the manner prescribed by the Florida General Corporation Act.

A. Article FIFTH is hereby amended to read as follows:

ARTICLE V - DIRECTORS

The directors of the corporation shall be:

President - Barry Zackon

Vice President - Morrie Frydman

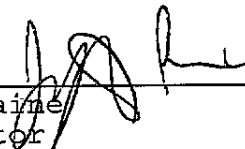
Treasurer - Linda Zackon

Secretary - Andrea Frydman

3. The incorporator duly makes this Amendment and states that no stock has been issued at this time.

Dated this 18th day of March, 1998.

CORPORATE IMAGE PROMOTIONAL
ADVERTISING, INC.



Jeffrey Paine
Incorporator