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NAME: SYMMETRICAL HOLDINGS, INC.
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SYMMETRICAL HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Symmetrical Holdings, Inc. a Florida corporation ("Company"), Charter Number P98000012374 has been amended as shown below:

New Article 6 of the Articles of Incorporation of this Company is included to read in its entirety as follows:

ARTICLE VI

MINORITY PROTECTION

"For so long as Kantar Media Research, Inc. ("Kantar") or any affiliate of Kantar shall alone or together own more than 10%, but less than 51%, of the outstanding shares of capital stock of the Company, the taking of any of the actions listed below by the Company shall require the affirmative vote of Kantar in its capacity as shareholder of the Company, or the affirmative vote of at least one director appointed by Kantar:

(i) the approval of the Company's annual budgets prior to the commencement of the budget year as well as all deviations of 10% or more therefrom (the budget approval process will consist of an overall review of significant financial items, including, but not limited to, compensation and incentive packages for senior management, other compensation arrangements linked to the financial performance of the Company and any capital expenditure or commitment involving in excess of \$50,000); it being understood that, any approval required to be given by Kantar in respect of this clause (i) shall not be unreasonably withheld;

(ii) the making of any loans by the Company to any individual or entity in an amount in excess of \$10,000 and/or with a maturity date greater than 6 months from the date any such loan is made;

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(iii) the creation of, or the modification of any of the terms of, any of the following financial arrangements: any security interest on any of the Company's assets or properties other than in the ordinary course of the Company's business; any guarantee by the company of the obligations of any third party, whether a stockholder, director or employee of the Company or otherwise; or the incurrence by the Company of any indebtedness for borrowed money (other than in connection with the line of credit referred to in Section 4(f) of the agreement described in Subsection (vi) below);

(iv) the removal of the director appointed by Kantar (other than at the request of Kantar);

(v) the amendment of any provision of the Company's Articles of Incorporation or By-Laws;

(vi) the declaration of dividends or other forms of stockholder distributions, except as otherwise provided in a shareholders' agreement dated as of February 14, 1998, among the Company, Kantar and others;

(vii) the sale, lease or other disposition of all or a substantial part of the assets or business of the Company;

(viii) the merger, split-up, spin-off, consolidation or amalgamation of the Company with and into another corporation or entity, or of any other corporation or entity with and into the Company;

(ix) the liquidation, winding up or dissolution of the Company;

(x) the entering into any line of business other than the normal business activities of the Company, and related activities;

(xi) the purchase of real property or commitment to construct real property (other than any construction related to improvements and renovations to the Company's existing office space);

(xii) the entering into of any transaction between the Company or any Subsidiary and any director or officer of the Company or any Subsidiary or any company affiliated with any director or officer of the Company or any Subsidiary;

(xiii) entering into any incentive compensation arrangement with any employee or consultant pursuant to which such employee or consultant shall receive (a) a

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percentage of revenues of any client of the Company or (b) a share or percentage of profits of the Company;

(xiv) the adoption or amendment of any profit sharing or other employee benefit plan of the Company;

(xv) selection of the Company's independent public accountants; and

(xvi) any increase or decrease in the capitalization of the Company, including the issuance or sale of capital stock or other securities of the Company (other than any issuance of capital stock of the Company in connection with the exercise of any option or warrant or the conversion of any preferred stock or debt instrument previously approved by the Board of Directors), or options, warrants or obligations convertible into such stock or securities.

Notwithstanding anything to the contrary contained above, to the extent that any action specified above has been approved by Kantar as part of the Company's budget for any budget year and provided Kantar has not previously notified the Company (prior to the Company having taken action on the items listed above) that Kantar elects to cause the modification of the budget with regard to such items due to material adverse changes in the Company's business, such action by the Company or any of its Subsidiaries (in accordance with the approved budget) shall not require the further consent of Kantar. "Subsidiary" shall mean any entity more than fifty percent of all of the capital stock of which is entitled to vote, or more than fifty percent of the voting rights of which, if not evidenced by capital stock, is directly or indirectly held by the Company. "Affiliate" shall mean any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is in common control with, the Company. "Control" shall include, among other things, the power to exercise a controlling influence of the management or policies of a person by such means as the ownership of the voting securities of such person."

The foregoing amendment was adopted by a Joint Corporate Action of all the Directors and the sole Shareholder of this Corporation dated February 19, 1998.

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IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of September 21st, 1998.

SYMMETRICAL HOLDINGS, INC.

By: 
William P. Livek, President

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