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September 29, 1998

VIA FEDERAL EXPRESS

Florida Division of Corporations
Attention: Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

100002653381--9
-10/01/98--01046--007
*****43.75 *****43.75

Re: One Touch Media International, Inc.

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of a Certificate of Amendment of Articles of Incorporation of One Touch Media International, Inc. Please provide me with a certified copy of the Certificate of Amendment. Also enclosed is a firm check for \$43.75 which includes the \$35 filing fee and \$8.75 for the certified copy.

Please return the certified copy of the Certificate of Amendment in the enclosed return Federal Express envelope.

If you have any questions, please call.

Very truly yours,

Paula L. Simmons

Paula L. Simmons
Legal Assistant

VS OCT 7 1998

Amend

PLS/ps

Enclosures

9070991

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ONE TOUCH MEDIA INTERNATIONAL, INC.**

FILED
98 OCT -1 PM 5:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of One Touch Media International, Inc., a Florida corporation, (the "Corporation"), for the purpose of amending the Articles of Incorporation of the Corporation, in accordance with the Florida General Corporation Act does hereby make and execute this Certificate of Amendment of Articles of Incorporation and does hereby certify that:

- I. The name of the Corporation is One Touch Media International, Inc.
- II. The amendment set forth below was adopted by the directors of the Corporation on September 28, 1998.
- III. The amendment set forth below was adopted by the shareholders of the Corporation on September 28, 1998.
- IV. The following resolution of the board of directors, approved by the shareholders, sets forth the amendment:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended, subject to approval by the shareholders, by deleting the present Article III in its entirety, and by submitting in lieu thereof the following new Article III, providing in its entirety as follows:

ARTICLE III
CAPITAL STOCK

The Corporation shall have authority to issue One Thousand Two Hundred (1,200) shares of stock, consisting of Nine Hundred Sixty (960) shares of Common Stock, par value One Dollar (\$1.00) per share (the "Common Stock"), and Two Hundred Forty (240) shares of Class A Common Stock, par value One Dollar (\$1.00) per share (the "Class A Common Stock").

The following is a statement of the designations, preferences, qualifications, limitations, restrictions and the special or relative rights granted to or imposed upon the shares of each such class.

(a) Common Stock

(i) Dividends

Holders of Common Stock will be entitled to receive such dividends as may be declared by the Board of Directors.

(ii) Voting Rights

Each share of Common Stock shall be entitled to one vote. The holders of Common Stock will have the general right to vote for all purposes, including the election of directors, as provided by law.

(iii) Preference

All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

(b) Class A Common Stock

(i) Dividends

Holders of Class A Common Stock shall be entitled to receive such dividends and other distributions as may be declared by the Board of Directors as and when paid or made with respect to the Common Stock, in an amount per share equal to the amount that would be paid or made on one share of Common Stock.

(ii) Voting Rights

Except as otherwise provided herein or expressly required by the Florida General Corporation Act, the holders of the Class A Common Stock shall have no right to vote on any matter to be voted on by the shareholders of the Corporation, including without limitation any election or removal of the directors of the Corporation.

(iii) Preference

The preference of each share of Class A Common Stock with respect to dividend payments and distributions of the Corporation's assets upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be equal to the preference of every share of Common Stock, whether now or hereafter, authorized.

V. Nine Hundred (900) shares of voting stock of the Corporation were outstanding and Nine Hundred (900) shares of voting stock were entitled to vote on the amendment.

VI. The foregoing amendment was, in accordance with the relevant provisions of the Florida Business Corporation Act, adopted by unanimous written consent of the board of directors and shareholders of the Corporation. Accordingly, the number of shares of Common Stock of the Corporation voted for the amendment was Nine Hundred (900) and the number of shares voted against the amendment was zero (0).

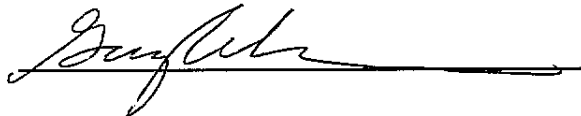
IN WITNESS WHEREOF, this Certificate of Amendment has been executed on behalf of the Corporation by its President as of September 28, 1998.

ONE TOUCH MEDIA INTERNATIONAL, INC.


By: Gary C. Wiedenbein, President

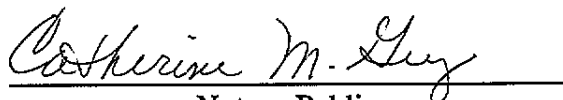
(Corporate Seal)

ATTEST:



STATE OF FLORIDA)
) ss.
COUNTY OF Collins)

I, CATHERINE M. GUY, a notary public, do hereby certify that on this 28th day of September, 1998, personally appeared before me Gary C. Wiedenbein, who being by me first duly sworn, declared that he is the President of the Corporation, that he signed the foregoing certificate as President of the Corporation, and that the statements therein contained are true.


Notary Public

(Seal)

My commission expires:

