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BASIC AMENDMENT

STORYLINE ACQUISITION CORPORATION

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
STORYLINE ACQUISITION CORPORATION

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of STORYLINE ACQUISITION CORPORATION (the "Corporation") are hereby amended as follows:

FIRST: The name of this corporation is STORYLINE ACQUISITION CORPORATION.

SECOND: Article I of said Articles of Incorporation is amended by deleting the provisions of said Article I as the same now exists, and by substituting in lieu thereof, the following:

"ARTICLE I

The name of this Corporation shall be STORYLINE, INC. and the business address and location of the Corporation shall be 719 Peachtree Road, Orlando, Florida 32804."

THIRD: The foregoing Amendment was adopted by a Written Consent to Action of the Board of Directors of STORYLINE ACQUISITION CORPORATION executed the 13th day of October, 1998. The undersigned approving the amendment represent and constitute all of the Board of Directors of STORYLINE ACQUISITION CORPORATION.

FOURTH: No shareholder action is required to effectuate the foregoing Amendment pursuant to the provisions of Section 607.1005, Florida Statutes.


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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers and its corporate seal to be affixed hereto this 13th day of October, 1998.

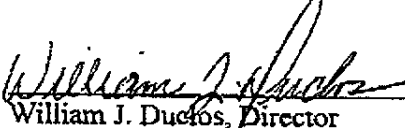
STORYLINE ACQUISITION CORPORATION



William E. Hires, Jr., Director



Scott B. Kramer, Director



William J. Duclos, Director