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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID M. MITCHELL
DONALD A. STEWART

MARTIN R. HARKAVY (1915-2000)

January 5, 2001

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/10/01--01084--003
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RE: ORION MEDIA, INCORPORATED

Gentlemen:

Enclosed please find the following:

1. Original and copy of Articles of Amendment; and
2. Check in the amount of \$43.50 representing \$35.00 Filing Fee, and \$8.50 certified copy of Certificate.

Thank you for your anticipated courtesy and cooperation.

NK
1-12-01
BMS

Very truly yours,

HARKAVY, MITCHELL & STEWART, P.A.

David M. Mitchell

David M. Mitchell

DMM/ahd
Enclosures

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
ORION MEDIA, INCORPORATED

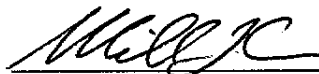
1. ARTICLE I of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE I

The name of the corporation shall be "RUGS BY ORION, INCORPORATED".

2. The foregoing amendment was duly adopted by unanimous vote of the directors and all of the shareholders of the corporation on January 5, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment, this 5th day of, January 2001.



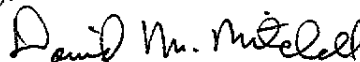
MICHAEL L. COHN, President



MICHAEL L. COHN, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged and sworn before me this 5th day of January 2001, by, as of, a Florida corporation, on behalf of the corporation. He is personally known to me (or has produced as identification).



NOTARY PUBLIC



Official Seal
DAVID M. MITCHELL
My Commission Expires 1/25/04
Commission No. #CC902900

Printed Name
State of Florida at Large (Seal)
Commission Expires: