

ACCOUNT NO. : 072100000032

REFERENCE

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: February 26, 2001

ORDER TIME : 3:12 PM

ORDER NO. : 054322-005

CUSTOMER NO: 4300608

CUSTOMER:

Linda Seufert, Paralegal

Frankfurt, Garbus, Klein &

488 Madison Avenue

200003784282--8

New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME:

A&D PUBLICATIONS CORPORATION

EFFICTIVE DATE: __

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

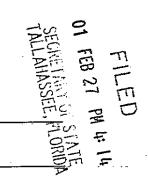
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



A&D PUBLICATIONS CORPORATION

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

To change the name of the corporation to Reading Etc., Inc. by changing Artcle FIRST of the Articles of Incorporation of the corporation to read in its entirety as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is READING ETC., INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD:	The date of each amendment's adoption: December 21, 2000
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
X.	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
C	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signati	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Peren Vegs a Typed or printed name
	President