

588508



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 393570

AUTHORIZATION :

COST LIMIT : \$ PPD

97 MAY 15 PM 3:54
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 15, 1997

ORDER TIME : 1:46 PM

ORDER NO. : 393570-005

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

name
Change
Circle

DOMESTIC AMENDMENT FILING

NAME: ADREP INTERNATIONAL, INC.

EFFECTIVE DATE:

4000002180384--2
-05/15/97--01108--001
*****35.00 *****35.00

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1997

CSC NETWORKS

The name AFFILIATED MEDIA GROUP, INC. has been reserved for 120 days beginning January 23, 1997. The reservation number is R97000000336 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 497A00003376

ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION
OF
ADREP INTERNATIONAL, INC.

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TALLAHASSEE, FLORIDA

A. The name of this Corporation is Adrep International, Inc.

B. An amendment to the Articles of Incorporation was adopted on December 5, 1996, by the Shareholders of this Corporation to amend Article I of the Articles of Incorporation to change the name of the Corporation, as follows:

"ARTICLE I - NAME

The name of this Corporation is Affiliated Media Group, Inc."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The shareholders of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholders.

IN WITNESS WHEREOF, Adrep International, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 12th day of May, 1997.

ADREP INTERNATIONAL, INC.

By: Elizabeth M. Davis
Elizabeth M. Davis, Secretary
and Treasurer