

WILLIAM T. KIRTLEY, P.A.
ATTORNEY AT LAW

TELEPHONE
(941) 952-9750
FAX
(941) 955-4027

2940 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34239

S9/231
May 7, 1997

FILED
97 MAY -9 AM 9:36
SECURE UNIT OF STATE
TALLAHASSEE, FLORIDA

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

600002173226--2
-05/09/97--01094--014
*****87.50 *****87.50

Re: RINGLING MULTIMEDIA CORPORATION

Gentlemen:

Enclosed for filing with your office are Restated Amendment to Articles of Incorporation of RINGLING MULTIMEDIA CORPORATION as required by Chapter 607.0602, Florida Statutes, as amended. Also enclosed is a check in the amount of \$87.50 covering the filing fee and the cost of one certified copy.

Please file the enclosed Restated Amendment to Articles of Incorporation at your earliest convenience and return the certified copy to the undersigned. If you have any questions or problems with respect to the enclosed filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,

Catherine J. Scott
Catherine J. Scott
Certified Legal Assistant

*Add:
607.0602 &
Delete Restated
per Catherine
Scott
5/14/97
JC*

Enclosures

cc: Frank L. Countryman w/enc.
Thomas J. Kenan, Esq. w/enc.

*Amendment
5-14-97
JC*

AMENDMENT TO ARTICLES
OF INCORPORATION OF
RINGLING MULTIMEDIA CORPORATION

as Required by Chapter 607.1006, 607.0602 ,
Florida Statutes, as amended

FILED
97 MAY -9 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RINGLING MULTIMEDIA CORPORATION (herein referred to as the "Corporation"), in accordance with Chapter 607.1006 and in connection with the intended issuance of a series of Preferred Stock designated as its Preferred Stock - First Series, \$.10 par value, hereby provides the following statement, which statement shall constitute an Amendment to the Articles of Incorporation of the Corporation.

1. The name of the Corporation is RINGLING MULTIMEDIA CORPORATION.
2. The Articles of Incorporation of the Corporation, as presently in force, permit the Corporation to issue a maximum of five million (5,000,000) shares of Preferred Stock, \$.10 par value, in such series as the Board of Directors of the Corporation may determine from time to time.

3. By virtue of action of the Board of Directors of the Corporation, the Corporation is hereby authorized to issue its Preferred Stock designated as its Preferred Stock - First Series in total authorized amount of 400,000 shares, each share having a par value of \$.10 (herein referred to as the "Shares"). The Shares will be without voting rights except as required and provided by the Florida Business Corporation Act and will not be afforded any preferential rights with respect to any liquidation distributions that may be made by the Corporation in the event of liquidation and dissolution thereof. At the time of the consummation of any business combination between the Corporation and any other entity (which is to be the surviving entity), the Shares may be exchanged with the securities of such surviving entity in a manner which is in compliance with the Florida Business Corporation Act.

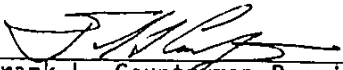
4. Such director action with respect to the authorization of the Shares was effected January 28, 1997.

5. This amendment replaces and supersedes the Amendment dated March 19, 1997 and filed with the Department of State in and for the State of Florida on or about March 24, 1997.

The foregoing statement is executed on behalf of the Corporation by its President and its Secretary for delivery to the Department of State in and for the State of Florida with any required fees.

Dated at Sarasota, Florida this 5th day of May, 1997.

RINGLING MULTIMEDIA CORPORATION

By 
Frank L. Countryman President

ATTEST:


William T. Kirtley, Assistant Secretary