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March 20, 1997

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

FILED
97 MAR 24 PM 1:28
FILED

Re: RINGLING MULTIMEDIA CORPORATION

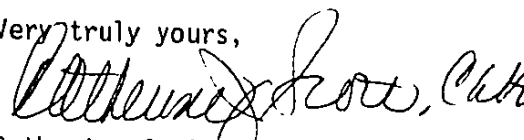
Gentlemen:

Enclosed for filing with your office are Articles of Amendment to Articles of Incorporation for RINGLING MULTIMEDIA CORPORATION. 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 Articles of Amendment 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.

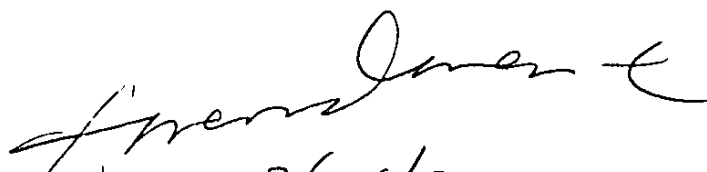
Thank you for your assistance with this filing.

Very truly yours,



Catherine J. Scott
Certified Legal Assistant

Enclosures



3/26/97



AMENDMENT TO ARTICLES
OF INCORPORATION OF
RINGLING MULTIMEDIA CORPORATION

as Required by Chapter 607.0602,
1993 Florida Statutes, as amended

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RINGLING MULTIMEDIA CORPORATION (herein referred to as the "Corporation"), in accordance with Chapter 607.0602 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 and will not be afforded any 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 the anticipated merger transaction between the Corporation and RMC INTERACTIVE, INC., such Shares as are then outstanding will be mandatorily exchanged for two shares of the common stock of RMC INTERACTIVE, INC., \$.001 par value. Upon the effective date of the merger and the merging of the Corporation into RMC INTERACTIVE, INC., the shares of Preferred Stock - First Series shall extinguish.

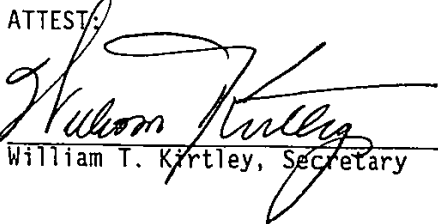
4. Such director action with respect to the authorization of the Shares was effected January 28, 1997.

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 19th day of March, 1997.

RINGLING MULTIMEDIA CORPORATION

By 
Frank L. Countryman President

ATTEST:

William T. Kirtley, Secretary