



V58138

ACCOUNT NO. : 072100000032

REFERENCE : 650114 11548A

AUTHORIZATION

COST LIMIT : *Patricia Pigott*
\$ 35.00

ORDER DATE : December 26, 1997

ORDER TIME : 11:43 AM

ORDER NO. : 650114-005

100002383451--7

CUSTOMER NO: 11548A

CUSTOMER: Ms. Michelle Girona
Allweiss, Mensh, Keaton,

P.o. Box 1139
Saint Petersburg, FL 33731

DOMESTIC AMENDMENT FILING

NAME: MARKETING RESPONSE GROUP &
LASER COMPANY, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 DEC 26 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC 25 PM 1:22
DIVISION OF CORPORATION

Share exchange
DEC 17/97

ARTICLES OF SHARE EXCHANGE

OF

MARKETING RESPONSE GROUP & LASER COMPANY, INC., a Florida Corporation,

with

MARKETING MAILING SERVICES, INC., a Florida Corporation,

ARTICLES OF SHARE EXCHANGE between MARKETING RESPONSE GROUP & LASER COMPANY, INC., a Florida corporation ("Acquiring Corporation") and MARKETING MAILING SERVICES, INC., a Florida corporation ("Acquired Corporation").

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") MARKETING RESPONSE GROUP & LASER COMPANY, INC. and MARKETING MAILING SERVICES, INC. adopt the following Articles of Share Exchange.

1. The Agreement and Plan of Share Exchange dated January 1, 1997 ("Plan of Share Exchange"), between MARKETING RESPONSE GROUP & LASER COMPANY, INC. and MARKETING MAILING SERVICES, INC. was approved and adopted by the shareholders of MARKETING RESPONSE GROUP & LASER COMPANY, INC. on January 1, 1997 and was adopted by the shareholders of MARKETING MAILING SERVICES, INC. on January 1, 1997.

2. Pursuant to the Plan of Share Exchange, all issued and outstanding shares of MARKETING MAILING SERVICES, INC.'s stock will be exchanged for 100 shares of the common stock of MARKETING RESPONSE GROUP & LASER COMPANY, INC. and MARKETING MAILING SERVICES, INC. will become a wholly owned subsidiary of MARKETING RESPONSE GROUP & LASER COMPANY, INC..

3. The Plan of Share Exchange is attached as Exhibit A and incorporated by reference as if fully set forth.

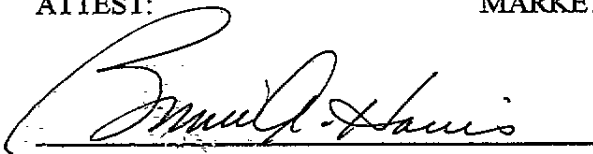
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Share Exchange shall be on January 1, 1997.

IN WITNESS WHEREOF, the parties have set their hands this 1 day of January, 1997.

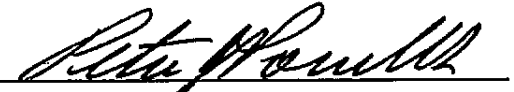
ATTEST:

MARKETING RESPONSE GROUP & LASER COMPANY, INC.

a Florida corporation



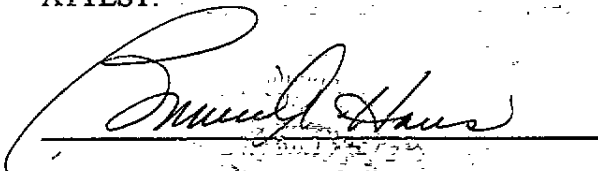
(Corporate Seal)

By 
President

ATTEST:

MARKETING MAILING SERVICES, INC.

a Florida corporation



(Corporate Seal)

By 
President

FILED
97 DEC 26 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF SHARE EXCHANGE
MARKETING RESPONSE GROUP & LASER COMPANY, INC.
and
MARKETING MAILING SERVICES, INC.

This Plan of Share Exchange ("Plan") is entered into between MARKETING RESPONSE GROUP & LASER COMPANY, INC., a Florida Corporation, ("Acquiror") and MARKETING MAILING SERVICES, INC., a Florida Corporation, ("Acquiree").

1. Distribution to Shareholders. On the Effective Date, all of the shareholders of Acquiree not dissenting from the Plan shall exchange all of the outstanding stock of Acquiree for 100 shares of Acquiror and Acquiree shall become a wholly-owned subsidiary of Acquiror.

2. Satisfaction of Rights of Acquiree's Shareholders. All shares of Acquiror's stock into which shares of Acquiree's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

3. Fractional Shares. No fractional shares will be issued as a result of this share exchange.

4. Supplemental Action If at any time after the Effective Date, Acquiror shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Acquiror or Acquiree, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement and Plan of Share Exchange of which this Plan is a part, Acquiror and Acquiree shall cause their respective President (or Vice President) to execute Articles of Share Exchange in the form attached to this plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Share Exchange as if fully set forth in such Articles and shall become an exhibit to such Articles of Share Exchange. Thereafter, the Articles of Share Exchange shall be delivered for filing to the Florida Secretary of State. In accordance with s. 607.1105 of the Florida Business Corporation Act (the "Act"), the Articles of Share Exchange shall specify the "Effective Date." The Effective Date shall be January 1, 1997.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by Acquiror or Acquiree by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of Acquiree by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter so long as such change is in accordance with s. 607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing the Articles of Share Exchange), this Plan may be terminated and the share exchange abandoned by mutual consent of the Boards of Directors of both corporations, notwithstanding favorable action by the shareholders of Acquiree.

IN WITNESS WHEREOF, the parties have set their hands this 1 day of January, 1997.

MARKETING RESPONSE GROUP & LASER COMPANY, INC.
a Florida corporation

By: 
President

MARKETING MAILING SERVICES, INC.
a Florida corporation

By: 
President