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NAME: SYMMETRICAL RESOURCES CORPORATION
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Art. of Amendment

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SYMMETRICAL RESOURCES CORPORATION**

The following provision of the Articles of Incorporation of Symmetrical Resources Corporation, a Florida corporation ("Corporation"), Charter Number V73750 is amended as shown below:

Article 8 of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE 8

MINORITY PROTECTION

"For so long as Kantar Media Research, Inc. ("Kantar") or any affiliate of Kantar shall alone or together own more than 10%, but less than 51%, of the outstanding shares of capital stock of Symmetrical Holdings, Inc., the taking of any of the actions listed below by the Corporation shall require the affirmative vote of Kantar in its capacity as a shareholder of Symmetrical Holdings, Inc., or the affirmative vote of at least one director of this Corporation appointed by Kantar pursuant to the agreement described in Subsection (vi) below:

(i) the approval of the Corporation's annual budgets prior to the commencement of the budget year as well as all deviations of 10% or more therefrom (the budget approval process will consist of an overall review of significant financial items, including, but not limited to, compensation and incentive packages for senior management, other compensation arrangements linked to the financial performance of the Corporation and any capital expenditure or commitment involving in excess of \$50,000); it being understood that, any approval required to be given by Kantar in respect of this clause (i) shall not be unreasonably withheld;

(ii) the making of any loans by the Corporation to any individual or entity in an amount in excess of \$10,000 and/or with a maturity date greater than 6 months from the date any such loan is made;

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- (iii) the creation of, or the modification of any of the terms of, any of the following financial arrangements: any security interest on any of the Corporation's assets or properties other than in the ordinary course of the Corporation's business; any guarantee by the Corporation of the obligations of any third party, whether a stockholder, director or employee of the Corporation or otherwise; or the incurrence by the Corporation of any indebtedness for borrowed money (other than in connection with the line of credit referred to in Section 4(f) of the agreement described in Subsection (vi) below);
- (iv) the removal of the director appointed by Kantar pursuant to the agreement described in Subsection (vi) below (other than at the request of Kantar);
- (v) the amendment of any provision of the Corporation's Articles of Incorporation or By-Laws;
- (vi) the declaration of dividends or other forms of stockholder distributions, except as otherwise provided in a shareholders' agreement dated as of February 14, 1998, among Symmetrical Holdings, Inc., Kantar and others;
- (vii) the sale, lease or other disposition of all or a substantial part of the assets or business of the Corporation;
- (viii) the merger, split-up, spin-off, consolidation or amalgamation of the Corporation with and into another corporation or entity, or of any other corporation or entity with and into the Corporation;
- (ix) the liquidation, winding up or dissolution of the Corporation;
- (x) the entering into any line of business other than the normal business activities of the Corporation, and related activities;
- (xi) the purchase of real property or commitment to construct real property (other than any construction related to improvements and renovations to the Corporation's existing office space);
- (xii) the entering into of any transaction between the Corporation or any affiliate of the Corporation and any director or officer of the Corporation or any affiliate or any corporation affiliated with any director or officer of the Corporation or any affiliate;
- (xiii) entering into any incentive compensation arrangement with any employee or consultant pursuant to which such employee or consultant shall receive (a) a

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percentage of revenues of any client of the Corporation or (b) a share or percentage of profits of the Corporation;

(xiv) the adoption or amendment of any profit sharing or other employee benefit plan of the Corporation;

(xv) selection of the Corporation's independent public accountants; and

(xvi) any increase or decrease in the capitalization of the Corporation, including the issuance or sale of capital stock or other securities of the Corporation (other than any issuance of capital stock of the Corporation in connection with the exercise of any option or warrant or the conversion of any preferred stock or debt instrument previously approved by the Board of Directors), or options, warrants or obligations convertible into such stock or securities.

Notwithstanding anything to the contrary contained above, to the extent that any action specified above has been approved by Kantar as part of the Corporation's budget for any budget year and provided Kantar has not previously notified the Corporation (prior to the Corporation having taken action on the items listed above) that Kantar elects to cause the modification of the budget with regard to such items due to material adverse changes in the Corporation's business, such action by the Corporation or any of its Subsidiaries (in accordance with the approved budget) shall not require the further consent of Kantar. "Affiliate" shall mean any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is in common control with, the Corporation. "Control" shall include, among other things, the power to exercise a controlling influence of the management or policies of a person by such means as the ownership of the voting securities of such person."

The foregoing amendment was adopted by a Joint Corporate Action of all the Directors and the sole Shareholder of this Corporation dated February 19, 1998.

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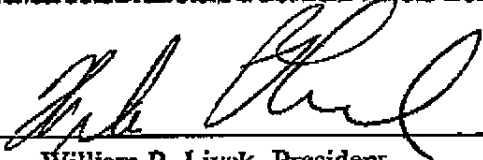
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IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of September 21st, 1998.

SYMMETRICAL RESOURCES CORPORATION

By: 
William P. Livek, President

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