



12-21-1999

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02/04/2000 DNGUYEN 00000053 75587447

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Fee Amount for Properties Listed (37 CFR 3.41):

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Method of Payment:

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Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

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No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Stephen J. Strauss

Name of Person Signing

 Signature

12/16/99 Date Signed

0521841



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

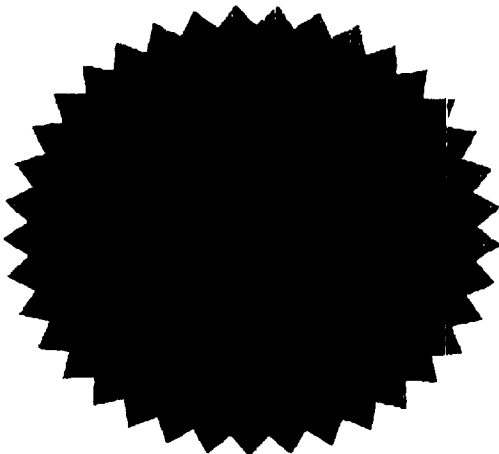
That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 12 1999

Bill Jones

Secretary of State



40521841

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF**

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

**Western International Media Corporation
(a California Corporation)**

MAR 1 1 1999

BILL JONES, Secretary of State

Pursuant to the provisions of the General Corporation Law of the State of California, it is hereby certified as follows upon behalf of the corporation hereinafter named.

1. We are the President and Secretary of Western International Media Corporation, a California corporation.
2. The Board of Directors of Western International Media Corporation, acting by unanimous written consent, has adopted the following resolution.

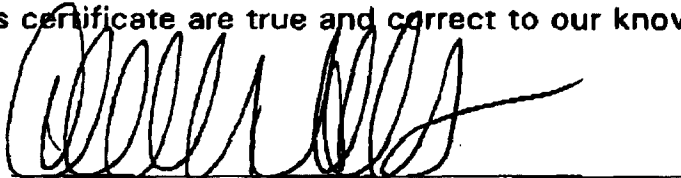
RESOLVED: That Articles I and The Title of the Articles of Incorporation of this corporation be amended to read as follows:

**Articles of Incorporation
of Western Initiative Media Worldwide, Inc.**

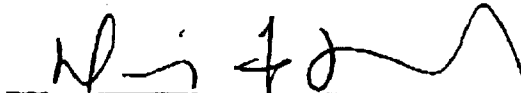
- 1: **The name of the corporation is:
Western Initiative Media Worldwide, Inc.**
3. This Amendment was approved by all of the shareholders of the corporation, acting by unanimous written consent.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct to our knowledge.

Dated: March 10, 1999



Dennis F. Holt,
Chairman & Chief Executive Officer



David F. England
Secretary & Chief Financial Officer

