

**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MWW/STRATEGIC COMMUNICATIONS, INC.**

**FILED**

DEC 2 1997

TO: THE NEW JERSEY SECRETARY OF STATE

**LONNA E. HOOKS**  
Secretary of State

In accordance with N.J.S.A. 14A:9-2(4) and N.J.S.A. 14A:9-4(3) of the New Jersey Business Corporation Act, the undersigned corporation executes the following Certificate of Amendment to its Articles of Incorporation:

1. The name of the corporation is MWW/STRATEGIC COMMUNICATIONS, INC. (the "Corporation").

2. The following amendment to the Articles of Incorporation was approved by a Shareholder (holding a majority of the outstanding shares of Common Stock) of the Corporation on the 21<sup>st</sup> day of November, 1997:

Resolved, that Article SECOND of the Articles of Incorporation be amended to read as follows:

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is THE MWW GROUP, INC.

3. The number of Common Shares entitled to vote upon the amendment was 250.

4. The number of Common Shares voting for and against such amendment is as follows:

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
200	50

5. The effective date of this Amendment to the Articles of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Amendment to its Articles of Incorporation to be signed this 21<sup>st</sup> day of November, 1997.

MWW/STRATEGIC COMMUNICATIONS, INC.

By: Michael W. Kempner, President

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JAN 16 2:12  
OFFICE OF THE SECRETARY OF STATE  
TREASURY DEPT.

CHECK APPROPRIATE STATUE:

XX Title 14A:2-2.1(2) New Jersey Business Corporation Act (File in DUPLICATE) **F I L E D**

\_\_\_\_ Title 15A:2-3(b) New Jersey Nonprofit Corporation Act (File in TRIPLICATE)

DEC 2 1997

REGISTRATION OF ALTERNATE NAME  
(For Use by Domestic and Foreign, Profit and Nonprofit Corporations)

LONNA R. HOOKS  
Secretary of State

Pursuant to the provisions of the appropriate Statute, checked above, of the New Jersey Statutes, the undersigned corporation hereby applies for registration of an Alternate Name in New Jersey for a period of Five (5) years, and for that purpose submits the following application:

1. Name of the Corporation: THE MWW GROUP, INC.

2. Corporation Number: 0100353344

3. Set Forth State of Original Incorporation: NEW JERSEY

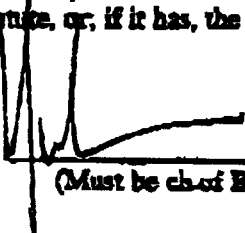
4. Date of Incorporation: OCTOBER 15, 1987

5. Alternate Name to be Used: THE MWW GROUP

6. The Character or Nature of the Particular Business/Activity to be Conducted using the Alternate Name is:  
ADVERTISING, PUBLIC RELATIONS, MEDIA CAMPAIGNS AND OTHER SIMILAR ACTIVITIES.

7. The Corporation Intends to Use the Alternate Name in this State.

8. The Corporation has not Previously used the Alternate Name in this State in Violation of this Statute, or, if it has, the month and year in which it commenced such use is N/A.

Signature:   
(Must be ch. of Bd., Pres. or VP)

Title: PRESIDENT

Name: MICHAEL W. KEMPNER  
(Print Above Name)

Date: November 22, 1997

The purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

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