

H75052



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD (1)

FOR PICKUP BY UCC SERVICES

OFFICE USE ONLY (Document #)

632746 632746

500002373605--6
-12/16/97--01060--030
*****87.50 *****87.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Box Worldwide Inc.

NEED TODAY

Walk In

Pick Up Time

Certified Copy

Mail Out

Will Wait

Photocopy

please call as soon as document has been filed!

Thank you. Joyce 681-6528

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 DEC 16 PM 2:31

FILED

DIVISION OF CORPORATIONS

97 DEC 16 PM 12:55

RECEIVED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NEED TODAY

*12/16/97
Joyce Amend
C.C.*

Ordered By: _____

Date: _____

ARTICLES OF AMENDMENT
TO
FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION, AS AMENDED
OF
THE BOX WORLDWIDE, INC.

FILED

97 DEC 16 PM 2:31

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its Fourth Amended and Restated Articles of Incorporation, as amended on February 21, 1997 (the "Articles of Incorporation"):

1. The name of the corporation is The Box Worldwide, Inc. (the "Company").
2. The amendment to the Articles of Incorporation set forth below (i) was duly adopted by the Board of Directors of the Company on August 4, 1997; (ii) was approved at a shareholders' meeting held on December 16, 1997, by a vote of the Company's shareholders holding a sufficient number of voting shares to approve the amendment; and (iii) shall be effective upon acceptance for filing by the Florida Department of State.
3. Article III, Section 1(a) of the Articles of Incorporation is amended in its entirety to read as follows:
 - (a) 100,000,000 shares of common stock, having a par value of \$.001 per share (the "Common Stock");

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 16th day of December, 1997.

THE BOX WORLDWIDE, INC.

By: Luann M Hoffman
Luann M. Hoffman
Chief Financial and Administrative Officer