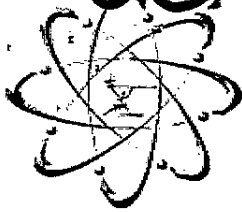


F00000004271



Spatial NetWorks, Inc.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 OCT -6 AM 11: 14

August 17, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900003365309--9
-08/21/00--01043--006
*****43.75 *****43.75

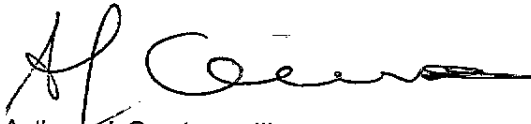
To whom it may concern;

This letter is intended to comply with the requirements for the application for foreign profit corporation name change. Included in this letter is our telephone number and address:

Spatial NetWorks, Inc.
2119 Egret Drive
Clearwater, Florida 33764
727-403-3058

Also enclosed is a check for \$43.75 which is for the filing fee and a certificate of status. Please do not hesitate to contact me if there are any questions or additional requirements. Thank you.

Sincerely,



Anthony J. Quartararo III
President & Chairman
Spatial NetWorks, Inc.

~~027496~~

N/C

V. SHEPARD OCT 1 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 2000

ANTHONY J. QUARTARARO III
SPATIAL NETWORKS, INC.
2119 EGRET DRIVE
CLEARWATER, FL 33764

SUBJECT: SPATIAL FUSION, INC.
Ref. Number: F00000004271

We have received your document for SPATIAL FUSION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 700A00046840

Rec'd 10/6



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 1, 2000

ANTHONY J. QUARTARARO III
SPATIAL NETWORKS, INC.
2119 EGRET DRIVE
CLEARWATER, FL 33764

SUBJECT: SPATIAL FUSION, INC.
Ref. Number: F00000004271

We have received your document for SPATIAL FUSION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 700A00046840

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. SPATIAL FUSION, INC.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. July 24, 2000
Date authorized to do business in Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -6 AM 11:14

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 28, 2000

5. Spatial Networks, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

[Signature]
Signature

8/8/2000
Date

Anthony J. Quartararo III
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SPATIAL FUSION, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SPATIAL NETWORKS, INC.", THE TWENTY-EIGHTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3221397 8320

001459361

AUTHENTICATION: 0678122

DATE: 09-15-00