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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

ILIFE.com, INC.  
Changing Name to: Bankrate, Inc.

name  
Change  
Amend

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R/S
- Fictitious Name
- CUS
- After 4:00
- Pick Up

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THANKS.

LAURA EARNEST

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ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

**OFFICE OF THE COMPTROLLER**  
DEPARTMENT OF BANKING AND FINANCE  
STATE OF FLORIDA  
TALLAHASSEE  
32399-0350

September 11, 2000

Kathryn J. Harris  
Paralegal  
Morris, Manning & Martin, LLP  
3343 Peachtree Road, NE  
Atlanta, Georgia 30326

Dear Ms. Harris:

Re: "Bankrate, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager  
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records,  
Division of Corporations, Secretary of State's Office

ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ILIFE.COM, INC.

FILED  
00 SEP 20 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes (the "Code"), the undersigned hereby submits the following Articles of Amendment to the Amended and Restated Articles of Incorporation of ilife.com, Inc.:

I.

The name of the corporation is ilife.com, Inc. (the "Corporation").

II.

Article One of the Corporation's Amended and Restated Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I  
Name

The name of the Corporation is **Bankrate, Inc.**

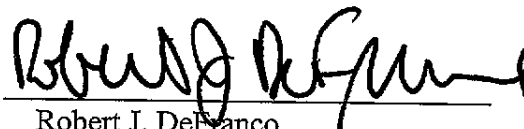
III.

The foregoing amendment was duly adopted by the board of directors of the Corporation on September 18, 2000 without shareholder action. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Amendment to Restated Articles of Incorporation on the 18th day of September, 2000

ilife.com, Inc.

By:



Robert J. DeFusco  
Vice President - Finance  
Secretary to the Board

**ILIFE.COM, INC.**

**UNANIMOUS CONSENT OF THE  
BOARD OF DIRECTORS**

SEPTEMBER 18, 2000

The undersigned, being all of the members of the board of directors (the "Directors") of **ilife.com, Inc.**, a Florida corporation (the "Company"), pursuant to Section 607.0821 of the Florida Business Corporation Act and the Bylaws of the Company, hereby waive notice of a meeting of the Directors and, in lieu of a meeting, do hereby consent to the following resolutions which shall have the same force and effect as a unanimous vote taken at a duly called and held meeting of the Directors, and hereby direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the Company.

**Corporate Name Change**

**WHEREAS**, it is deemed to be advisable and in the best interest of the Company and its shareholders to change the name of the Company to **Bankrate, Inc.** (the "Name Change");

**NOW, THEREFORE, BE IT RESOLVED**, that the name of the Company be changed to "Bankrate.com, Inc." as provided in the Florida Business Corporation Act;

**FURTHER RESOLVED**, that the Company be, and hereby is, authorized to amend its Restated Articles of Incorporation to effect the Name Change by submitting Articles of Amendment in the form attached hereto as Exhibit A to the Florida Division of Corporations for filing;

**FURTHER RESOLVED**, that the President and Chief Executive Officer of the Company, and such other officers as he may determine (the "Authorized Officers"), or either of them, be and hereby is, authorized, empowered and directed to execute and deliver on behalf of the Company the Articles of Amendment, such approval to be conclusively evidenced by the signature of either of the Authorized Officers;

**FURTHER RESOLVED**, that the Authorized Officers proceed with the Name Change as described above and to do all such acts and things as may be necessary on the part of the Company to carry out the spirit and purpose of these resolutions and to resolve in their or his discretion, all questions of method, form and detail, and to execute, acknowledge and file in the name and on behalf of the Company all such instruments and documents as may be deemed necessary or advisable in order to carry out the Name Change and to accomplish the purposes of these resolutions;

**FURTHER RESOLVED**, that the Secretary or any Assistant Secretary of the Company be, and each of them hereby is, authorized, empowered and directed to certify copies of all or such part of these resolutions under the seal of the Company, and to furnish a certified copy hereof, together with any additional documents or supporting papers as it may require to any and all interested parties; and

**FURTHER RESOLVED**, that any act taken or done by any officer or agent of the Company to facilitate the transactions contemplated by these resolutions is hereby ratified and approved, and the officers and agents of the Company are authorized to take and to do such further acts and deeds, and to execute and deliver for and in the name of the Company, such other documents, papers and instruments as are necessary, appropriate, advisable or required in order to effectuate the purpose and intent of the foregoing resolutions and the taking of any such acts and deeds, and the execution and delivery of any such documents, papers and instruments is hereby ratified and approved.

**IN WITNESS WHEREOF**, the undersigned Directors have executed this Consent, which may be executed in counterparts, as of the day first above written.



Elisabeth DeMarse

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Jeffrey M. Cunningham

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William Martin

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Bruns H. Grayson

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Peter C. Morse

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Randall E. Poliner

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Robert O'Block

Elisabeth DeMarse



Jeffrey M. Cunningham

William Martin

Bruns H. Grayson

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Robert P. O'Block

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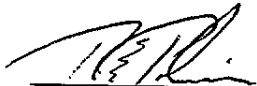
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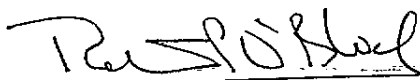
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