

P99000041235

MVP.com, Inc.

561-338-2810

980 North Federal Highway - Suite 210
Boca Raton, FL 33432

June 15, 1999

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-06/22/99--01066--008
*****43.75 *****43.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: MVP Online, Inc.


Dear Sir/Madam:

Enclosed please find an Article of Amendment to the Articles of Incorporation for MVP Online, Inc., which has changed its name to MVP.com, Inc. This name change is to be adopted effective June 15, 1999.

Please adjust your records accordingly. Upon adjustment, please forward to me the certified copy of name change acknowledgment. The fee of \$43.75 for this service is included.

Should you have any questions, you may contact me directly.

NC
6-25-99
MS

Sincerely,

Charles E. Scarlett
General Counsel

FILED
99 JUN 22 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CES:ds

Enclosures

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
MVP ONLINE, INC.**

TO THE SECRETARY OF STATE
OF THE STATE OF FLORIDA

FILED
99 JUN 22 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation, and hereby further amends as follows:

FIRST: Article I is hereby amended as follows:

ARTICLE I

MVP Online, Inc., has changed its name. The name of the Corporation shall now be: MVP.com, Inc.

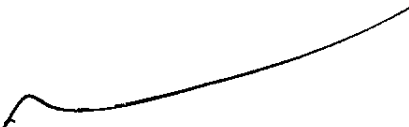
SECOND: Such action was adopted by the undersigned Directors without shareholder approval and none was required.

THIRD: This Amendment was adopted on June 15, 1999.

Dated: June 15, 1999



Marshall T. Leeds, Director



Gregg S. Glaser, Director



Joel Marks, Director

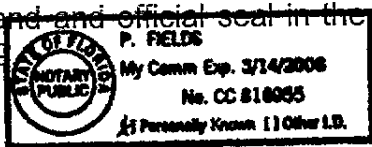
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, an officer duly authorized in the County and State aforesaid to take acknowledgments, personally appeared Marshall T. Leeds, Gregg S. Glaser, and Joel Marks known to be and known by me to be the persons who executed the foregoing instrument and they acknowledged before me that they executed such instrument as Directors of MVP Online, Inc., for and on behalf of said corporation.

Witness my hand and official seal in the County and State last aforesaid this 16TH day of June, 1999



P. Fields

Notary Public, State of Florida

At Large

My Commissions Expires: