

A9600000 1984

NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.

A REGISTERED LIMITED LIABILITY PARTNERSHIP

G. SCOT KEES
(404) 817-6265

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April 15, 2002

By Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-04/17/02--01032--001

*****52.50 *****52.50

**Re: Internet Billing Company, Ltd.
Internet Billing Corp.**

Ladies and Gentlemen:

On behalf of Internet Billing Company, Ltd. and Internet Billing Corp., enclosed please find the following documents for filing with your office:

1. One original and one exact copy of the certificate of amendment to the certificate of limited partnership for Internet Billing Company, Ltd. (the "Certificate"), changing the name of the partnership.
2. One original and one exact copy of the articles of amendment to the articles of incorporation for Internet Billing Corp. (the "Articles"), changing the name of the corporation.
3. One original and one exact copy of the certificate of amendment to the certificate of limited partnership for Internet Billing Company, Ltd. (together with the Certificate referred to in 1. above, the "Certificates"), changing the general partner of the partnership.
4. Three checks in the amount of \$52.50 each made payable to the Secretary of State to cover the costs of filing the enclosed Certificates and Articles.

Upon receipt of this package, please arrange for the filing of the Certificates and Articles to take place and return evidence by stamping the copies of all three documents and returning them to me by the enclosed self-addressed, stamped envelope. Should you have any questions or concerns regarding this request, please contact me at (404) 817-6265.

Very truly yours,


G. Scot Kees, Esq.

Enclosures

JB
4-23-02

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

INTERNET BILLING COMPANY, LTD.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on 10/25/1996, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

1. THE NAME OF THE LIMITED PARTNERSHIP IS HEREBY CHANGED TO IB HOLDING COMPANY, LTD.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

INTERNET BILLING CORP.

BY

ALBERT J. ANGEL, PRESIDENT

Signature(s) of new general partner(s), if applicable:

02 APR 17 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

IB HOLDING COMPANY, LTD.

5701 Pine Island Rd.
Ste. 240
Ft. Lauderdale, FL 33321

Florida Secretary of State
Tallahassee, Florida

Dear Sir or Madam:

Please be advised that the undersigned partnership does hereby consent to the use of the name "IB Holding Corp." by Internet Billing Corp., a Florida corporation as such corporation is the general partner of the undersigned partnership.

Accordingly, it is hereby authorized and please allow the filing of Articles of Amendment to Articles of Incorporation of Internet Billing Corp. by Corporation Service Company on behalf of the undersigned partnership.

Sincerely,

IB HOLDING COMPANY, LTD.

By: 

Albert J. Angel, President of Internet.
its general partner

02 APR 17 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED