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CSC THE UNITED STATES CORPORATION COMPANY

FILED
00 NOV 29 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 911189 4805290

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ ~~35.00~~ 43.75

ORDER DATE : November 28, 2000

ORDER TIME : 9:45 AM

ORDER NO. : 911189-005

CUSTOMER NO: 4805290

CUSTOMER: Mr. Michael L. Whitchurch
Sachnoff & Weaver, Ltd.
Suite 2900
30 South Wacker Drive
Chicago, IL 60606

200003479612--6

RECEIVED
00 NOV 29 AM 10:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: GUARANTEED RATE.COM, INC.

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

N.C.
G. COULLIETTE NOV 29 2000

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER: ________

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. Guaranteed Rate.Com, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. February 15, 2000
Date authorized to do business in Florida

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? October 5, 2000

5. Guaranteed Rate, 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.

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TALLAHASSEE, FLORIDA

New Duration

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

New Jurisdiction

Signature

November 22, 2000
Date

Victor Ciardelli
Typed or printed name

President
Title

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GUARANTEED RATE.COM, INC.", CHANGING ITS NAME FROM "GUARANTEED RATE.COM, INC." TO "GUARANTEED RATE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

Edward J. Freel

Edward J. Freel, Secretary of State

3123761 8100

001593839

AUTHENTICATION: 0816300

DATE: 11-28-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/05/2000
001504297 - 3123761

CERTIFICATE OF AMENDMENT
OF THE CERTIFICATE OF INCORPORATION
OF
GUARANTEED RATE.COM, INC.

Guaranteed Rate.Com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That by a written consent of the Board of Directors of the Corporation, dated as of September 28, 2000, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

Amendment to Certificate of Incorporation

WHEREAS, it is deemed advisable and in the best interests of the Corporation that the Corporation's Certificate of Incorporation be amended to change the name of the Corporation to "Guaranteed Rate, Inc.";

NOW THEREFORE BE IT RESOLVED, that Article I of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"I

The name of the corporation is Guaranteed Rate, Inc."

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed and empowered to obtain the approval of the holders of a majority of the outstanding stock of the Corporation entitled to vote thereon, by vote or written consent, of such proposed Amendment;

FURTHER RESOLVED, that upon the approval of the Amendment by the stockholders, the officers of the Corporation are hereby authorized and directed to make, execute and file a Certificate of Amendment to the Certificate of Incorporation of the Corporation, as amended, to pay all necessary fees in connection with such filing, and to take all actions necessary or appropriate to effectuate the foregoing resolutions; and

FURTHER RESOLVED, that This Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

SECOND: That thereafter, pursuant to resolution of the Board of Directors, the majority stockholders of the Corporation took action by executing a written consent in lieu of a special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware pursuant to which the necessary number of shares was voted in favor of the amendment.

THIRD: That notice of the written consent taken by the majority stockholders of the Corporation was given to the remaining stockholders of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Victor F. Ciardelli, its President, this 26 day of September, 2000.

By: ______________________

Victor F. Ciardelli

President