

AdVertica.com

F0000 0000 2048

Advertica.com, Inc.

Victor Levy

President/CEO

1688 Meridian Ave., Suite 416

Miami Beach, FL 33139

305-534-6557 ext. 100

Friday, February 09, 2001

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

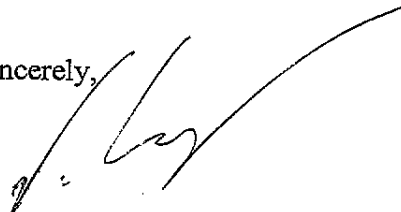
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*****43.75 *****43.75

To Whom It May Concern:

Attached to this letter you will find a complete application by foreign profit corporation to file amendment to application for authorization to transact business in Florida signed by me, Victor Levy, an officer and member of the board of directors of the firm notifying the state of Florida of the company's change of name from "Vercado, Inc." to "Advertica.com, Inc." Furthermore, you will also find an original certificate from the state of Delaware, dated Feb. 7, 2001, evidencing the amendment. In addition, I have also attached a check for \$43.75 to cover the filing fee plus a Certified Copy.

Please use the above address as my return address.

Sincerely,



Victor Levy

President & CEO

FILED
01 FEB 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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4pgs *Cert Copy
NE
2-12-01

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. Vercardo, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. April 12, 2000
Incorporated under laws of 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? June 6, 2000

5. Advertica.com, 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.

New Duration

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

New Jurisdiction

Signature

Date

Victor Levy
Typed or printed name

President / CEO
Title

FILED
01 FEB 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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 "VERCADO, INC.", CHANGING ITS NAME FROM "VERCADO, INC." TO "ADVERTICA.COM, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M. — — —



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3198751 8100

AUTHENTICATION: 0961348

010063436

DATE: 02-07-01

08/06/00 TUE 08:27 FAX

*** GATEWAY *** 002
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/06/2000
001284915 - 3198751

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

VERCADO, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Vercado, Inc. duly adopted resolutions by unanimous written consent dated as of April 24, 2000, setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "I" so that, as amended said Article shall be and read as follows:

"The name of the Corporation shall be AdVertica.com, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the stockholders of said corporation adopted such amendment by written consent in lieu of a meeting dated as of April 24, 2000, in accordance with Section 228 of the General Corporation law of the State of Delaware.

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

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Victor Pagliari Levy, its President this 10 day of May, 2000.



Victor Pagliari Levy
President