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June 6, 2001

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*****35.00 *****35.00

VIA FEDERAL EXPRESS

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida

**Re: Application by Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida**

To Whom It May Concern:

Enclosed please find the above Application, along with a check in the amount of \$35.00 payable to the Department of State and an original certificate from Delaware evidencing the amendment.

Should you require further information please contact the undersigned at (305) 341-3044.

Very truly yours,
KLUGER, PERETZ, KAPLAN & BERLIN, P.A.

By: Ellen R. Widom
Ellen R. Widom, Paralegal

Enclosures

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FILED
JUN - 7 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc 6/14
m/c

**APPLICATION BY FOREIGN PROFIT CORPORATION
TO FILE AMENDMENT TO APPLICATION
FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA**

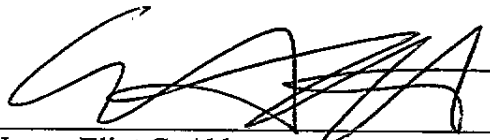
(Pursuant to Section 607.1504, F.S.)

SECTION I

1. Name of Corporation: MyShoppingCenter.com, Inc.
2. Incorporated under the laws of: Delaware.
3. Date authorized to do business in Florida: June 15, 2000

SECTION II

4. The name change of the corporation was effected under the laws of the State of Delaware on May 31, 2001.
5. Name of corporation after the amendment: MSC Networks, Inc.



Name: Eliot C. Abbott

Title: Secretary

Date: June 6, 2001

FILED
01 JUN -7 PM 4:54
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 "MYSHOPPINGCENTER.COM, INC.", CHANGING ITS NAME FROM "MYSHOPPINGCENTER.COM, INC." TO "MSC NETWORKS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3170218 8100

AUTHENTICATION: 1166463

010259814

DATE: 06-01-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/31/2001
010259814 - 3170218

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
MYSHOPPING CENTER.COM, INC.**

MYSHOPPINGCENTER.COM, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

FIRST: The Certificate of Incorporation of the Corporation is hereby amended by changing Article FIRST to read as follows:

"The name of the corporation shall be:

MSC NETWORKS, INC. (hereinafter called the "Corporation")."

SECOND: The amendment to the Certificate of Incorporation of the Corporation set forth in this Certificate of Amendment has been duly adopted and approved in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware. The number of votes cast for the amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Incorporation of the Corporation this 30 day of May, 2001.

MYSHOPPINGCENTER.COM, INC.

By: 

Name: Eliot C. Abbott

Title: Secretary