

F0100000 4387
FILE

GRAY HARRIS
ATTORNEYS AT LAW

2ND

GRAY, HARRIS & ROBINSON, P.A.
SUITE 600
301 SOUTH BRONOUGH ST. (32301)
P.O. BOX 11189
TALLAHASSEE, FLORIDA 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3111
WEB grayharris.com

E-MAIL ADDRESS

July 18, 2002

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find **APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **APPLICATION** for the following entity:

VISUAL EDGE, INC.
Document Number: F01000004387

4000006488614--2
-07/18/02--01054--021
*****87.50 *****43.75

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill W. May

Jill W. May, Paralegal

/jwm
Enclosures

N.C.
C. Coulliette JUL 18 2002

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)

F01000004387

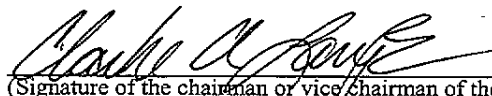
Document Number of Corporation (If known)

FILED
2002 JUL 18 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. VISUAL EDGE, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE
(Incorporated under laws of)
3. AUGUST 17, 2001
(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 10, 2002
5. ONE ON ONE, 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.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

CLARKE A. LANGE
(Typed or printed name)

June 10, 2002
(Date)

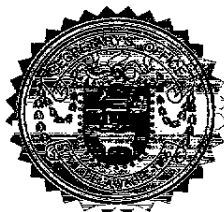
PRESIDENT
(Title)

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "VISUAL EDGE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ONE ON ONE, INC.", THE TENTH DAY OF JUNE, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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020369667

AUTHENTICATION: 1820933

DATE: 06-10-02