

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)

FILED
2002 MAR 22 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. DIRECTDME.COM, INC.
Name of corporation as it appears on the records of the Department of State.

2. Delaware Incorporated under laws of

3. 11/02/1994 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? 01/07/2002

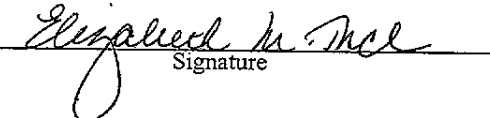
5. DIRECTDME, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

no change
New Duration

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

no change
New Jurisdiction


Signature

Elizabeth M. Tuck
Typed or printed name

1/17/02
Date

Secretary
Title

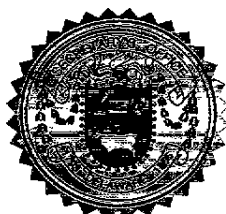
Delaware

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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 "DIRECTDME.COM, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DIRECTDME, INC.", THE SEVENTH DAY OF JANUARY, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1679897

DATE: 03-21-02