



F94000005690

FILED
2002 MAR 22 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 485452 4320171

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : March 20, 2002

ORDER TIME : 10:24 AM

ORDER NO. : 485452-045

CUSTOMER NO: 4320171

CUSTOMER: Ms. Rita Volpe
American International Group,
70 Pine Street
30th Floor
New York, NY 10270

Patricia Pizant

RECEIVED
02 MAR 22 AM 11:29
DIVISION OF CORPORATION

FOREIGN FILINGS

900005145899--1

NAME: AIG MANAGED CARE, 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
 CERTIFICATE OF GOOD STANDING

N.C.
C. Coulliette MAR 22 2002

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)

FILED
2002 MAR 22 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. AIG MANAGED CARE, 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? 07/12/2000

5. DIRECTDME.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.

no change

New Duration

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

no change

New Jurisdiction

Elizabeth M. Tuck
Signature

Elizabeth M. Tuck

Typed or printed name

1/17/02
Date

Secretary

Title

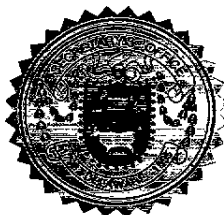
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AIG MANAGED CARE, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "DIRECTDME.COM, INC.", THE TWELFTH DAY OF JULY, A.D. 2000, 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

2431698 8320

020186460

AUTHENTICATION: 1679788

DATE: 03-21-02