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Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

FLASH COMM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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**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. FLASH COMM, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. November 4, 1994
Incorporated under laws fo Date authorized to do busines 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? February 22, 1999
5. TERION, 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

John C. Riener
Signature

2-18-99
Date

John C. Riener
Typed or Printed Name

President
Title

John G. Igoe
Florida Bar No. 396184
Edwards & Angel LLP
250 Royal Palm Way, Ste. 300
Palm Beach FL 33480
561-833-7700

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "FLASH COMM, INC.", CHANGING ITS NAME FROM "FLASH COMM, INC." TO "TERION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1999, AT 9 O'CLOCK A.M.

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




Edward J. Freel, Secretary of State

AUTHENTICATION:

9589255

DATE:

02-22-99

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/22/1999
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STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF RESTATED CERTIFICATE OF INCORPORATION
OF
FLASH COMM, INC.

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

FIRST: That a resolution setting forth a proposed amendment of the Restated Certificate of Incorporation of the Corporation was duly adopted by the Board of Directors of the Corporation at a meeting of the Board of Directors, at which meeting the Directors declared the amendment to be advisable and recommended the amendment for consideration by the stockholders of the Corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED: That Article 1 of the Restated Certificate of Incorporation be amended, effective upon filing with the Secretary of the State of Delaware, to read "The name of the corporation is Terion, Inc."

SECOND: That the holders of a majority of the stock of the Corporation entitled to vote have consented to and authorized the amendment by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the amendment was duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

I, THE UNDERSIGNED, being the President of the Corporation, hereby declare and certify that this is my act and deed and the facts herein stated are true, and accordingly, I have executed this Certificate of Amendment of Restated Certificate of Incorporation the 18th day of February, 1999.

FLASH COMM, INC.

By: John C. Ricner
John C. Ricner, President