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Law Offices of

**KOLTUN & KING, P.C.**

1350 I Street, N.W., Suite 200  
Washington, D.C. 20005

Telephone: (202) 331-0123  
Facsimile: (202) 898-1777  
E-Mail: LWKoltun@aol.com

Lawrence W. Koltun+  
Susan J. King\*

+ Also admitted in LA  
\* Also admitted in VA

FILED  
98 MAY 26 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 22, 1998

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

100002535681--6  
-05/26/98--01121--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: InterZine Productions, Inc.

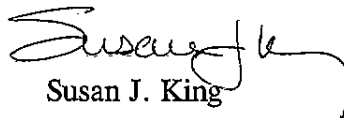
Dear Sirs:

Enclosed for filing on behalf of InterZine Productions, Inc. is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a certified copy of the Amendment to the Certificate of Incorporation filed with the State of Delaware changing the name of the corporation to IZP II, Inc., and a check in the amount of 35.00 to cover the filing fee.

Would you please stamp the enclosed copy of this letter and return it to me in the envelope provided.

Please call me at your convenience if you have any questions regarding this filing.

Sincerely,

  
Susan J. King

N/K

VS JUN 3 1998

**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  
98 MAY 26 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. INTERZINE PRODUCTIONS, INC.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 11/21/94  
Incorporated under laws of 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? yes 3/2/98
5. IZP II, 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.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

  
Signature

5/18/98  
Date

R. Brian Henley  
Typed or printed name

Chief Executive Officer  
Title

*State of Delaware*

PAGE 1

*Office of the Secretary of State*

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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 "INTERZINE PRODUCTIONS, INC.", CHANGING ITS NAME FROM "INTERZINE PRODUCTIONS, INC." TO "IZP II, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 1998, AT 9 O'CLOCK A.M.



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981125305

*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

9012953

AUTHENTICATION:

04-06-98

DATE:

AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

INTERZINE PRODUCTIONS, INC.

(Pursuant to Section 242 of the Delaware General Corporation Law)

InterZine Productions, Inc. (the "Corporation"), a corporation organized and existing under the Delaware General Corporation Law, does hereby certify:

- First: The name of the Corporation is InterZine Productions, Inc.
- Second: The Amended and Restated Certificate of Incorporation, as amended, is hereby further amended to change the name of the Corporation InterZine Productions, Inc. to IZP II, Inc.
- Third: The amendment was duly adopted and recommended to the shareholders by unanimous written consent of the Board of Directors of the Corporation in accordance with Sections 141(f) and 242(b) of the Delaware General Corporation Law. Thereafter, the Corporation's stockholders duly approved the amendment, in accordance with Sections 228 and 242(b) of the Delaware General Corporation Law.

In Witness Whereof, the Corporation has duly caused this Amendment to Certificate of Incorporation to be executed by an authorized officer, this 25<sup>th</sup> day of February, 1998.

INTERZINE PRODUCTIONS, INC.

By: 

R. Brian Henley,  
Chief Executive Officer