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FILED
00 JAN -6 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. 072100000032

REFERENCE : 507210 5027931

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizot

ORDER DATE : December 7, 1999

ORDER TIME : 11:49 AM

ORDER NO. : 507210-010

CUSTOMER NO: 5027931

100003090711--6

CUSTOMER: Mr. Tom Step
Payreel, Inc.
602 Park Point Drive
Suite 285
Golden, CO 80401

FOREIGN FILINGS

NAME: TV TEMPS, 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. COULLETTE JAN 06 2000

CONTACT PERSON: Janna Wilson

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TV TEMPS, INC.
Name of corporation as it appears on the records of the Department of State.
2. Colorado
Incorporated under laws of
3. March 14, 1995
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? July 23, 1999

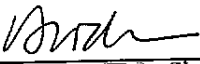
5. PAYREEL, INC.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

 12/15/99
Signature Date

Heidi McLean President
Typed or printed name Title



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON JULY 23,
1999 CHANGING THE CORPORATE NAME OF

TV TEMPS, INC.
(COLORADO CORPORATION)

TO

PAYREEL, INC.

Dated: December 20, 2099

Donetta Davidson

SECRETARY OF STATE