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February 7, 2001

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Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -9 AM 9:36

To whom it may concern:

Enclosed please find an application for an amendment, an original certificate evidencing the amendment, and a check in the amount of \$43.75 for the filing fee and a certificate of status. Please mail the certificate to FMC Group, Inc. 2700 N. Military Trail suite 100, Boca Raton, FL 33431.

If you have any questions, please do not hesitate to contact me. I can be reached at 561-241-3621.

Sincerely,
FMC Group, Inc.



John DiSalvo
Staff Accountant

N/c

V. SHEPARD FEB 13 2001

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.)

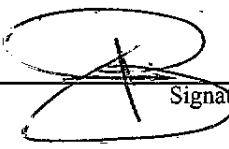
SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -9 AM 9:36

1. STRATOSPHERE COMMUNICATIONS CORP.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. 9/8/95
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? OCTOBER 13, 2000
5. MULTICAST INTERACTIVE CORP.
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


Signature
JAMES PERRETTY
Typed or printed name

2/6/2001
Date
Vice President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, 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 "STRATOSPHERE COMMUNICATIONS CORP.", CHANGING ITS NAME FROM "STRATOSPHERE COMMUNICATIONS CORP." TO "MULTICAST INTERACTIVE CORP.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF OCTOBER, A.D. 2000, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0950831

2538955 8100

010046177

DATE: 02-01-01

Certificate of Amendment of the Certificate of Incorporation
of
Stratosphere Communications Corp.
Under Section 242, As Amended, of the General Corporation Law
of the State of Delaware

It is hereby certified that:

FIRST: The Certificate of Incorporation of the Corporation was filed with the Department of State on August 31, 1995.

SECOND: The name under which the corporation was formed is Stratosphere Communications Corp.

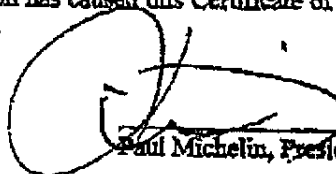
THIRD: The Articles of the Certificate of Incorporation of the Corporation affected by this Certificate of Amendment is Article FIRST:

FOURTH: To accomplish the foregoing, Article FIRST of the Certificate of Incorporation is hereby amended to read as follows:

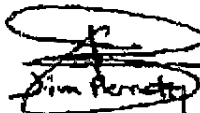
FIRST: The name of the Corporation is Multicast Interactive Corp.

FIFTH: The foregoing amendments of the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation pursuant to Section 141(f) of the Delaware General Corporation Law, followed by the written consent of the holder's of a majority of the outstanding shares of the Common Stock of the Corporation pursuant to Section 228(a) of the Delaware General Corporation Law and written notice of the foregoing shareholder consent was provided to all of the shareholders of shares of the Common Stock of the Corporation in accordance with Section 228(d) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and attested this 10th day of October, 2000.


Paul Michelin, President

Attest:


Jim Perreault, Secretary