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June 17, 1999

Florida Secretary of State
Corporations Division
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

300002915433--0
-06/25/99--01038--007
*****88.00 *****87.50

43.75

Re: PNV.Net, Inc. (formerly known as Park 'N View, Inc.)

Dear Sir/Madam:

Enclosed please find an Amended Application for Certificate of Authority to be filed with your office on behalf of PNV.Net, Inc. We have also enclosed the proper attachments and filing fees as well as a self-addressed, stamped envelope for your return of the filed document to me.

If you have any questions or comments, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,



Ashley W. Putnam
Corporate Paralegal

Enclosures

cc: James M. O'Connell

RALLIB01:512184.01

N/C

V. SHEPARD JUL 1 1999

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
99 JUN 25 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Park 'N View, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware
Incorporated under laws of
3. October 19, 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? June 4, 1999

5. PNV.Net, 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

S.L. Conkling
Signature

6/10/99
Date

Stephen L. Conkling
Typed or printed name

President
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PARK 'N VIEW, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PNV.NET, INC.", THE FOURTH DAY OF JUNE, A.D. 1999, 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.


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9807243

06-16-99


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: