

F-9500005217

KILPATRICK STOCKTON LLP

Attorneys at Law
3737 Glenwood Avenue, Suite 400
Raleigh, North Carolina 27612
Telephone: 919.420.1700
Facsimile: 919.420.1800
Web site: www.kilstock.com

February 15, 2000

E-mail: aputnam@kilstock.com
Direct Dial: 919.420.1729

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

400003143144--4
-02/22/00--01061--005
*****87.50 *****43.75

Re: PNV Inc. (formerly known as PNV.net, Inc.)

Dear Sir/Madam:

Enclosed please find an Application for Amended Certificate of Authority to be filed with your office on behalf of PNV 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

FILED
00 FEB 22 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/6
all name
chg

SECTION I
(1-3 MUST BE COMPLETED)

Title

FILED
00 FEB 22 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 THAT THE SAID "PNV.NET, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PNV INC.", THE THIRD DAY OF NOVEMBER, A.D. 1999, AT 9:04 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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2543635 8320

AUTHENTICATION:

0248397

001066310

DATE:

02-09-00