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March 1, 1999

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

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Dear Sir or Madam:

Please find the information required to change the name of Capricorn Management, Inc. to LegalWise Services, Inc. Enclosed is a certified copy of the Certificate of Amendment which reflects this change, as well as a check payable to the Department of State in the amount of \$43.75 for the filing and certified copy fees.

Thank you for your assistance with this matter. If you require further assistance please contact me at 813-207-0800.

Sincerely,

Eleanor Berberich-Rey

Eleansi Berberch-Rey

Controller

3-17-99 3-17-99 99 MAR II AMII: 32
SEURETARY OF STATE
ALLAHASSEE, FLORIO

PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

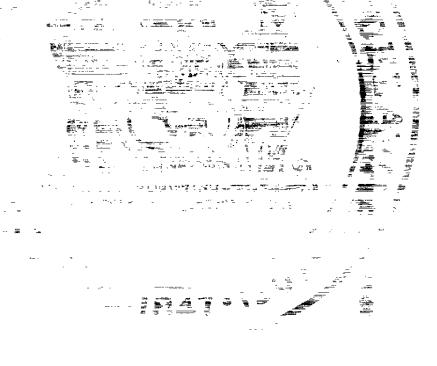
(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

| 1. Capricorn Management, Inc. | | - <u>-</u> | |
|--|------------------------------|---------------------------------|---------------------|
| Name of corporation as it appears on the | records of the Departme | ent of State. | |
| 2. State of Delaware Incorporated under laws of | | 9, 1996 ed to do business in | Florida |
| SECTIO (4-7 COMPLETE ONLY THE A | N II APPLICABLE CHANGI | _ | |
| 4. If the amendment changes the name of the corporation, wh | en was the change e | ffected under the | laws of |
| its jurisdiction of incorporation? December 22, 199 | | = | |
| 5. LegalWise Services, Inc. Name of corporation after the amendment, adding suffix "corporation" not contained in new name of the corporation. | "company" or "incorpo | rated," or appropriat | e abbreviation, if |
| 6. If the amendment changes the period of duration, indicate reconstruction, indicate reconstruc | ion , indicate new jurisd | ALLAHAS | 99 MAR II AM II: 32 |
| David A. Schlaifer Typed or printed name | Presiden | t <u>=</u> Title | <u> </u> |

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CAPRICORN MANAGEMENT, INC.", CHANGING ITS NAME FROM "CAPRICORN MANAGEMENT, INC." TO "LEGALWISE SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION: 9588366

DATE: 02-22-99

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 12/22/1997 971445765 - 2541552

STATE OF DELAWARE CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

CAPRICORN MANAGEMENT, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That at the annual meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring the amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

Name. The name of the Corporation is LegalWise Services, Inc.

SECOND: That thereafter, pursuant to resolution of the Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held upon waiver of notice by all stockholders, at which meeting all shares were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of the Corporation shall not be reduced under or by reason of the amendment.

David A. Schlaifer, President

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