



F960000000662

March 1, 1999

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

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-03/11/99--01099--002
*****43.75 *****43.75

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

Eleanor Berberich-Rey
Controller

NC
3-17-99
JMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 11 AM 11:32

FILED

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

SECTION I

1. Capricorn Management, Inc.

Name of corporation as it appears on the records of the Department of State.

2. State of Delaware

Incorporated under laws of

3. February 9, 1996

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 22, 1997

5. LegalWise Services, 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

Signature _____

March 1, 1999

Date _____

David A. Schlaifer

Typed or printed name

President

Title

100

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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

Edward J. Freel, Secretary of State

2541552 8100

991063776

AUTHENTICATION: 9588366

DATE: 02-22-99

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.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by David A. Schlaifer, an Authorized Officer, this the 17th day of December, 1997.

By David A. Schlaifer
David A. Schlaifer, President

