

F97000000225



ACCOUNT NO. : 072100000032

REFERENCE : 702847 4311859

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : ~~\$42375~~ 43.75

FILED
98 MAR -9 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 11, 1998

ORDER TIME : 3:54 PM

ORDER NO. : 702847-045

CUSTOMER NO: 4311859

000002430730--8

CUSTOMER: Mr. Glenn Halpern
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

FOREIGN FILINGS

NAME: TLM ACQUISITION CORP.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

RECEIVED
98 FEB 13 PM 4:19
DIVISION OF CORPORATION

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ~~Unassigned~~ Brenda Phillips

N.C.

3-9-98

CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 16, 1998

CSC

TALLAHASSEE, FL

SUBJECT: TLM ACQUISITION CORP.
Ref. Number: F97000000225

We have received your document for TLM ACQUISITION CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00008742



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

CSC

TALLAHASSEE, FL

SUBJECT: TLM ACQUISITION CORP.
Ref. Number: F97000000225

We have received your document for TLM ACQUISITION CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We need an application with an original signature, both of these are copies.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00008742

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

FILED
98 MAR -9 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(1-3 must be completed)

- (4-7 complete only the applicable changes)

- Title**

TeleManagement Services of Florida, Inc.
4901 N.W. 17th Way, 6th Floor
Ft. Lauderdale, Florida 33309

March 6, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

TeleManagement Services of Florida, Inc., a corporation which dissolved in the State of Florida on March 4, 1998 (the "Corporation"), hereby consents to the use by TLM Acquisition Corp. of the name "TeleManagement Services, Inc." in connection with the filing of its Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with the Secretary of State of Florida.

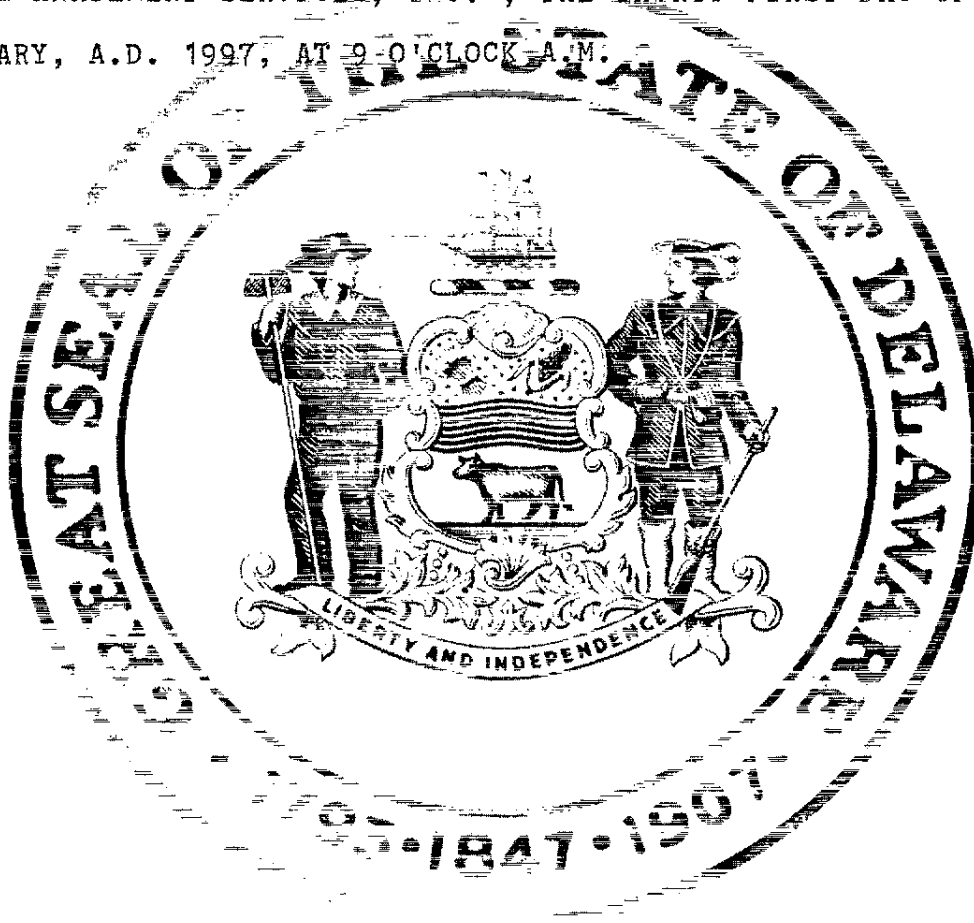
The sole shareholder and sole director of the Corporation does not intend to reinstate the Corporation in the State of Florida at any time, nor does he intend to use the name "TeleManagement Services of Florida, Inc." and/or any variants thereof for any reason.

TELEMANAGEMENT SERVICES OF FLORIDA, INC.

By: Lee Edelstein
Name: Lee Edelstein
Title: Sole Shareholder and
Sole Director

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TLM ACQUISITION CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TELEMANAGEMENT SERVICES, INC.", THE THIRTY-FIRST DAY OF JANUARY, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2700345 8320

981056741

AUTHENTICATION:

8918807

DATE:

02-12-98

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

OF

TLM ACQUISITION CORP.

**Pursuant to Section 242 of
the General Corporation Law of
the State of Delaware**

**TLM Acquisition Corp., a corporation organized and
existing under and by virtue of the General Corporation Law
of the State of Delaware (the "Corporation"), DOES HEREBY
CERTIFY:**

**FIRST: The Certificate of Incorporation of the
Corporation is hereby amended by deleting Article FIRST of
the Certificate of Incorporation in its present form and
substituting therefor a new Article FIRST in the following
form:**

**"FIRST: The name of the corporation
is TeleManagement Services, Inc. (the
"Corporation")."**

**SECOND: The amendment to the Certificate of
Incorporation of the Corporation set forth in this
Certificate of Amendment has been duly adopted in accordance
with the applicable provisions of Section 242 of the General
Corporation Law of the State of Delaware, (a) the Board of
Directors of the Corporation having duly adopted a
resolution setting forth such amendment and declaring its**

advisability by means of a written consent in lieu of a meeting of the Board of Directors of the Corporation and (b) in lieu of a meeting and vote of stockholders, the holders of the capital stock of the Corporation having not less than the minimum number of votes that would have been necessary to adopt such an amendment at a meeting at which all stockholders having a right to vote thereon were present and voted having duly consented in writing to the adoption of such amendment.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment as of the 30th day of January, 1997.

TLM ACQUISITION CORP.

By /s/ Liam Donohue
Liam Donohue
Vice President

ATTEST:

/s/ Robert A. Ouimette
Robert A. Ouimette
Assistant Secretary