



TOMLINSON
Z I S K O
MOROSOLI
& MASER LLP
ATTORNEYS

F97000001895

October 9, 1997

F503 3607

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

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-10/10/97--01050--001
*****35.00 *****35.00

Re: Fintos, Inc.
Document Number F97000001895
Application to File Amendment to Application for Authorization

Dear Madam or Sir:

Enclosed please find an executed original Application to File Amendment to Application for Authorization (the "Application") and certified copies of Certificate of Amendment of Certificate of Incorporation of Fintos, Inc. for filing with your office to amend the name of above corporation from "Fintos, Inc." to "SmartDisk Corporation." A check in the amount of \$35.00 is enclosed to cover the filing fee. Also enclosed is an extra copy of the Application. Please acknowledge your receipt of this filing by file-stamping the extra copy of the Application and returning it to me in the self-addressed, stamped envelope at your earliest convenience.

Thank you for your assistance, and should you have any questions, please call me at (650) 325-8666.

Very truly yours,

Yosup J. Kim

YJK/
Enclosures

cc: Mr. Michael Battaglia (w/enclosures)
Timothy Tomlinson (w/o)
Cynthia M. Loe (w/o)
Elyse Y. Lawrey (w/o)

FILED
97 OCT 10 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200 PAGE MILL ROAD
SECOND FLOOR
PALO ALTO, CALIFORNIA 94306

TELEPHONE (415) 325-8666
FACSIMILE (415) 324-1808

See
10/15

n/c Amend

77467.1

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

(1-3 MUST BE COMPLETED)

2. Delaware
Incorporated under laws of _____

3. April 11, 1997
Date authorized to do business in Florida

(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? September 26, 1997

5. SmartDisk Corporation
Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

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

Date _____

Timothy Tomlinson
Typed or printed name

Secretary

State of Delaware
Office of the Secretary of State

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 "FINTOS, INC.", CHANGING ITS NAME FROM "FINTOS, INC." TO "SMARTDISK CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



2725273 8100

971328073

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

Edward J. Freel, Secretary of State

AUTHENTICATION:

8677287

DATE:

09-30-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/26/1997
971323773 - 2725273

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FINTOS, INC.**

Fintos, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The Corporation has not received any payment for any of its stock.

SECOND: The amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by a majority of the Corporation's Board of Directors was duly adopted in accordance with the provisions of Section 241 of the Delaware General Corporation Law:

"RESOLVED, that the Certificate of Incorporation of the corporation be amended by striking Article FIRST in its entirety and replacing it with the following: 'FIRST. The name of the corporation is SmartDisk Corporation'".

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed and attested by its duly authorized officers, this 25th day of September, A.D. 1997.


Michael Battaglia, President

Attest:


Timothy Tomlinson, Secretary