

Document Number Only

F98000000756

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

900002643259--2

-09/18/98--01038--026

*****35.00 *****35.00

CORPORATION(S) NAME

Name Change Amend

Mentus Media Corp.

Changing name to:

Next Generation Networks, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Marriage

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

- ☐ Annual Report
☐ Fict. Filing

☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ UCC-1 UCC-3

☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call if Problem
☐ Will Wait

- ☐ After 4:30
☒ Pick Up

FILED
 98 SEP 18 PM 1:53
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

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Availability
Document Examiner
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Verifier
Acknowledgment
W.P. Verifier

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Thanks, Melanie

SEP 18 1998

RECEIVED
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 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE
APK 9/18/98

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

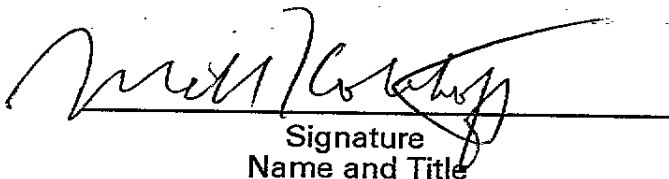
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SEP 18 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Mentus Media Corp.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: February 9, 1998

SECTION II (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?
August 31, 1998
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:
Next Generation Network, Inc.
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature
Name and Title

Michael Kolthoff, Assistant
Secretary

9/14/98
Date

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 "MENTUS MEDIA CORP.", CHANGING ITS NAME FROM "MENTUS MEDIA CORP." TO "NEXT GENERATION NETWORK, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 1998, AT 6 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2232700 8100

981359463

AUTHENTICATION:

9305006

DATE:

09-16-98

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
MENTUS MEDIA CORP.

PURSUANT TO SECTION 242 OF THE
DELAWARE GENERAL CORPORATION LAW

MENTUS MEDIA CORP. (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 the board of directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and referring the proposed amendment to the stockholders of the Corporation entitled to vote thereon for their consideration. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Corporation shall amend Article 1 of its Certificate of Incorporation in its entirety to read as follows:

"1. Name. The name of the Corporation is Next Generation Network, Inc."

SECOND: That the appropriate stockholders of the Corporation approved such amendment by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

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

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by duly authorized officers of the Corporation this 27 day of August, 1998.

By: Thomas M. Pugliese

Name: Thomas M. Pugliese,

Vice-Chairman and CEO

By: Mike Kolthoff

Mike Kolthoff, Assistant Secretary

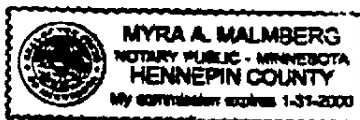
STATE OF MINNESOTA)
) ss.
County of Hennepin)

On this 27th day of August, 1998, before me, the undersigned officer, personally appeared Thomas M. Pugliese, who acknowledged himself to be the Vice Chairman and Chief Executive Officer of Mentus Media Corp., a Delaware corporation, and that he in such capacity, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself, and that the facts stated therein are true.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Myra A. Malmberg
Notary Public

My Commission Expires:

4/31/2000

STATE OF MINNESOTA)
) ss.
County of Hennepin)

On this 27th day of August, 1998 before me, the undersigned officer, personally appeared Michael Kolthoff, who acknowledged himself to be the Assistant Secretary of Mentus Media Corp., a Delaware corporation, and that he in such capacity, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the Corporation by himself, and that the facts stated therein are true.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My Commission Expires:

7/31/2000


Notary Public

