

F98000000886



DARYL B. CRAMER, P.A.  
Attorneys At Law

Daryl B. Cramer  
Sylvia L. Wenger

April 15, 1999

Northbridge Centre  
515 North Flagler Drive, Suite 910  
West Palm Beach, FL 33401-4325  
Tel 561.659.7005  
Fax 561.659.0701

Miami Office  
Tel 305.445.0707  
Fax 305.445.2728

www.cramerlaw.com

State of Florida  
Division of Corporations  
Qualifications Section  
409 E. Gaines Street  
Tallahassee, FL 32399

**VIA FEDERAL EXPRESS**

**Re: Spotcheck Corporation, a Delaware Corporation**

Dear Sir/Madam:

300002844243--9  
-04/20/99--01002--004  
\*\*\*\*43.75

Please find enclosed the following documents relating to the above described documents.

1. Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida to change the name of the corporation to Audiotrack Corporation.
2. An original certificate of Good Standing issued by the Office of the Secretary of State of the State of Delaware dated March 24 1999.
3. 1999 Annual Report for Spotcheck Corporation.
4. A check made payable to the Florida Department of State in the amount of \$158.75 for the Annual Report filing fee and one Certificate of Status.
5. A check made payable to the Florida Department of State in the amount of \$43.75 to cover the application fee.

Please return all correspondence concerning this matter to the undersigned at the above address.  
Please feel free to call me if you have any questions.

NC  
5-24-99  
BHS

Very truly yours,

Daryl B. Cramer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 24 PM 2:51

FILED

DBK/dmm  
Enclosure  
cc: Mr. Aran Kwinta



DARYL B. CRAMER, P.A.  
Attorneys At Law

Daryl B. Cramer  
Sylvia L. Wenger

May 18, 1999

Northbridge Centre  
515 North Flagler Drive, Suite 910  
West Palm Beach, FL 33401-4325  
Tel 561.659.7005  
Fax 561.659.0701

Miami Office  
Tel 305.445.0707  
Fax 305.445.2728

www.cramerlaw.com

State of Florida  
Division of Corporations  
Qualifications Section  
409 E. Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

**Re: Spotcheck Corporation, a Delaware Corporation**

Dear Sir/Madam:

Pursuant to your letter dated April 22, 1999, enclosed please find the following

1. A copy of your letter dated April 22, 1999;
2. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
3. An original Certificate of Good Standing issued by the Office of the Secretary of State of Delaware dated March 24, 1999;
4. A certified copy of Amendment of Certificate of Incorporation reflecting the name change; and
5. A check in the amount of \$35.00.

Please file the Application and return a certified copy to me in the enclosed self-addressed stamped envelope. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

Daryl B. Cramer

/dmm

Enclosures

cc: Mr. Aran Kwinta

FILED  
99 MAY 24 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Refund filed  
5-24-99  
DMS

000002880600--8  
-05/20/99-01009-013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 22, 1999

DARYL B. CRAMER, P.A.  
NORTHBRIDGE CENTRE, SUITE 910  
515 NORTH FLAGLER DRIVE  
WEST PALM BEACH, FL 33401-4325

SUBJECT: SPOTCHECK CORPORATION  
Ref. Number: F98000000886

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAY 24 PM 2:51

FILED

We have received your document for SPOTCHECK CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

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) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 899A00021083

**PROFIT CORPORATION**

## SECTION I

**(1-3 MUST BE COMPLETED)**

1. Spotcheck Corporation

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

## 2. Delaware

Incorporated under laws of

3. February 13, 1998

Date authorized to do business in Florida

## 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 4, 1998

Audiotrack Corporation

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

x RB Signature

Signature \_\_\_\_\_

X 4/12/99 Date

Date \_\_\_\_\_

Ronald L. Bernbaum

Typed or printed name

President

## Title

7  
11  
7  
11  
11

99 MAY 24 PM 2:51

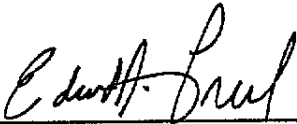
STUDENT OF STATE  
TALLAHASSEE, FLORIDA

*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 "SPOTCHECK CORPORATION", CHANGING ITS NAME FROM "SPOTCHECK CORPORATION" TO "AUDIOTRACK CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 1998, AT 11:42 O'CLOCK A.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2700872 8100

991164475

AUTHENTICATION: 9718149

DATE: 04-30-99

**AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

The Certificate of Incorporation of Spotcheck Corporation, a Delaware corporation (the "Corporation"), filed with the State of Delaware, Office of the Secretary of State, on December 27, 1996, is hereby amended as follows:

- A. Article I shall be deleted and the following inserted in lieu thereof:

**ARTICLE I**  
Name of Corporation

The name of this Corporation shall be AUDIOTRACK CORPORATION (the "Corporation").

- B. Article III shall be deleted and the following inserted in lieu thereof:

**ARTICLE III**  
Capital Stock


The Corporation shall have authority to issue 10,000,000 shares of one mil (\$.001) par value common stock. Pursuant to a Plan of Reorganization effective the date of filing this Amendment (the "Effective Date"), the 200 shares of one dollar (\$1.00) par value common stock of the Corporation outstanding immediately prior to the Effective Date ("the Outstanding Stock") shall be exchanged for a total of 9,000,000 shares of one mil (\$.001) par value common stock of the Corporation. Upon delivery to the Corporation of each shareholder's certificate representing the Outstanding Stock, such shareholder shall receive from the Corporation new certificates representing 45,000 shares of one mil (\$.001) par value common stock for each share of the Outstanding Stock exchanged.

- C. Article IV shall be deleted in its entirety.

The foregoing amendments were adopted in accordance with Section 242(b), Delaware General Corporation Law, by the shareholders and the Board of Directors of the Corporation on the 27<sup>th</sup> day of July, 1998. The number of votes cast for the amendment by the shareholders and the directors was sufficient for approval.

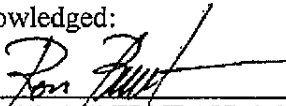
IN WITNESS WHEREOF, the undersigned officer of this Corporation has executed this Amendment of Certificate of Incorporation this 14 day of July, 1998.

SPOTCHECK CORPORATION, a Delaware corporation

By: 

Ronald L. Bernbaum, President

Acknowledged:



RONALD L. BERNBAUM, Secretary