



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

Daryl B. Cramer
Sylvia L. Wenger

June 3, 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

600002895106--3
-06/04/99--01052--007
*****43.75 *****43.75

Re: Audiotrack Corporation, a Delaware Corporation (formally Spotcheck Corporation)

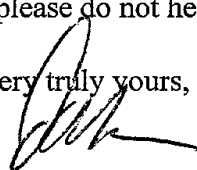
Dear Sir/Madam:

Enclosed please find the following with regard to the above-described corporation:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida;
2. An original Certificate of Good Standing issued by the Office of the Secretary of State of Delaware dated March 24, 1999; - *returned*
3. A certified copy of Amendment of Certificate of Incorporation reflecting the name change; and
4. A check in the amount of \$43.75 to cover your filing fee and a certified copy.

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 JUN -4 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS JUN 11 1999

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
99 JUN -4 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Audiotrack 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? May 18, 1999
5. Audiotrack Watermark Solutions, Corp.
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

5/19/99
Date

Ronald L. Bernbaum
Typed or printed name

President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

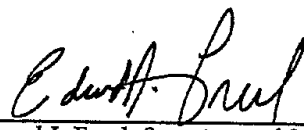
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AUDIOTRACK CORPORATION", CHANGING ITS NAME FROM "AUDIOTRACK CORPORATION" TO "AUDIOTRACK WATERMARK SOLUTIONS CORP.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2700872 8100

991198172


Edward J. Freel, Secretary of State

AUTHENTICATION:

9754795

DATE:

05-20-99

**AMENDMENT
TO
CERTIFICATE OF INCORPORATION**

The Certificate of Incorporation of Audiotrack Corporation (formerly Spotcheck Corporation), a Delaware corporation (the "Corporation"), filed with the State of Delaware, Office of the Secretary of State, (the "Secretary of State") on December 27, 1996, as amended by the Amendment of Certificate of Incorporation of the Corporation filed with the Secretary of State on August 4, 1998, 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 WATERMARK SOLUTIONS CORP. (the "Corporation").

The foregoing amendment was adopted in accordance with Section 242(b), Delaware General Corporation Law, by the shareholders and the Board of Directors of the Corporation on the 17th day of May, 1999. 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 to Certificate of Incorporation this 17 day of May, 1999.

AUDIOTRACK CORPORATION, a
Delaware corporation

By: Ron Bernbaum
Ronald L. Bernbaum, President

Acknowledged:
Ron Bernbaum
RONALD L. BERNBAUM, Secretary