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CORPORATION(S) NAME

MegaMarketing Corporation of Georgia  
Changed name to:  
Ma Direct, Inc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIO



**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : K90910067  
CONTROL NUMBER : K732134  
DATE INC/AUTH/FILED: 09/11/1997  
JURISDICTION : GEORGIA  
PRINT DATE : 04/01/1999  
FORM NUMBER : 215

NELSON MULLINS RILEY & SCARBOROUGH  
SHERRY D. HALL  
999 PEACHTREE ST., STE. 1400  
ATLANTA, GA 30309

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**M2DIRECT, INC.**  
**A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox  
Secretary of State

Secretary of State  
Corporations Division  
315 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90531392  
CONTROL NUMBER: K732134  
EFFECTIVE DATE: 02/22/1999  
REFERENCE : 0077  
PRINT DATE : 02/22/1999  
FORM NUMBER : 611

NELSON MULLINS RILEY & SCARBOROUGH  
SHERRY HALL  
999 PEACHTREE ST., STE. 1400  
ATLANTA, GA 30309

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations  
Commissioner of the State of Georgia, do hereby certify under the  
seal of my office that

MEGAMARKETING CORPORATION  
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of  
State changing its name to

M2DIRECT, INC.

and has paid the required fees as provided by Title 14 of the  
Official Code of Georgia Annotated. Attached hereto is a true and  
correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.



*Cathy Cox*

Cathy Cox  
Secretary of State

K90531392

ARTICLES OF AMENDMENT  
TO THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MEGAMARKETING CORPORATION

I

The name of the corporation is MEGAMARKETING CORPORATION.

II

Effective the date hereof, Article I of the Amended and Restated Articles of Incorporation of the corporation is amended to read as follows:

The name of the corporation is M2DIRECT, INC.

All other provisions of the Amended and Restated Articles of Incorporation shall remain in full force and effect.

III


The date of adoption of this amendment was February 18, 1999.

IV

This amendment was duly approved by the board of directors in accordance with the provisions of Section 14-2-1002 of the Georgia Business Corporation Code. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer this 18<sup>th</sup> day of February, 1999.

MEGAMARKETING CORPORATION

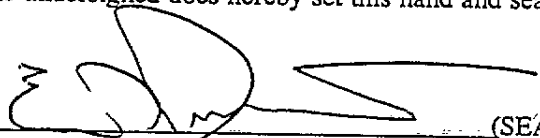
By:   
Edward Rutkowski  
Executive Vice President

FEB 22 1999  
SECRETARY OF STATE

CERTIFICATE REGARDING  
REQUEST FOR PUBLICATION  
OF NOTICE OF CHANGE OF CORPORATE NAME

The undersigned, Edward Rutkowski, the Executive Vice President of MEGAMARKETING CORPORATION (the "Corporation"), a Georgia corporation, does hereby verify that a request for publication of a notice of intent to file articles of amendment to change the name of the Corporation to M2DIRECT, INC. and payment therefor has been made as required by Section 14-2-1006.1 of the Official Code of Georgia Annotated. The request for publication of such notice was mailed or delivered to the Fulton County Daily Report on February 22, 1999.

IN WITNESS WHEREOF, the undersigned does hereby set this hand and seal this 22 day of February, 1999.

  
\_\_\_\_\_  
Edward Rutkowski (SEAL)  
Executive Vice President

BST (S)  
FEB 22 4 35 PM '99

SECRETARY OF STATE