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Florida Department of State
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

BASIC AMENDMENT
ATLAS VENTURES XIII, INC.

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 15, 2000

ATLAS VENTURES XIII, INC.
701 BRICKELL AVE.
SUITE 3120
MIAMI, FL 33131SUBJECT: ATLAS VENTURES XIII, INC.
REF: F9B0000002719

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Darlene Connell
Corporate SpecialistFAX Aud. #: H000000042577
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FROM :

PHONE NO. :

Aug. 14 2000 11:49AM P1

H00000042577

**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.)**

SECTION I

(1-3 MUST BE COMPLETED)

1. Atlas Ventures XIII, Inc.

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

2. Delaware

Incorporated under the laws of

3. 5/13/1998

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 law of its jurisdiction of incorporation? 8/4/2000

5. Concept Digital, Inc.

Name of the corporation after the amendment, adding a 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

8. Other provisions.

Atlas Ventures XIII, Inc.

By: [Signature]

Name: Jamee M. Kalimi

Title: Secretary

Date: 8/14/2000

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 872-0586

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TALLAHASSEE, FLORIDA

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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 THAT THE SAID "ATLAS VENTURES XIII, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CONCEPT DIGITAL, INC.", THE FOURTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0611676

DATE: 08-10-00