

VS F98000005103
Visual Interactive Solutions

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
01 FEB -1 PM 12:33

January 29, 2001

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

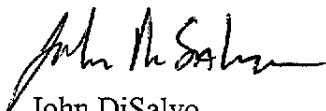
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*****43.75 *****43.75

To whom it may concern:

Enclosed please find an application for an amendment, an original certificate evidencing the amendment, and a check in the amount of \$43.75 for the filing fee and a certificate of status.

If you have any questions, please do not hesitate to contact me.

Sincerely,
VI Solutions, Inc.



John DiSalvo
Staff Accountant

N/c

V SHEPARD FEB 2 2001

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.)

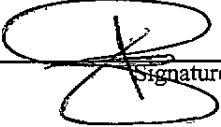
SECTION I
(1-3 MUST BE COMPLETED)

1. SMC MULTIMEDIA CORP
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. SEPT 10, 1998
Incorporated under laws of Date authorized to do business in Florida

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DIVISION OF CORPORATIONS
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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? OCTOBER 2, 2000
5. VI SOLUTIONS, INC.
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
JAMES PERRETTY
Typed or printed name

11/19/2001
Date
PRESIDENT
Title

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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 "SMC MULTIMEDIA CORP.", CHANGING ITS NAME FROM "SMC MULTIMEDIA CORP." TO "VI SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2000, AT 9_0' CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0937496

2935867 8100

010037339

DATE: 01-26-01

Certificate of Amendment of the Certificate of Incorporation
of
SMC Multimedia Corp
Under Section 242, As Amended, of the General Corporation Law
of the State of Delaware.

It is hereby certified that:

FIRST: The Certificate of Incorporation of the Corporation was filed with the Department of State on September 1, 1998.

SECOND: The name under which the corporation was formed is SMC Multimedia Corp.

THIRD: The Articles of the Certificate of Incorporation of the Corporation affected by this Certificate of Amendment are Article FIRST:

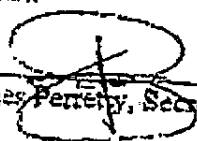
FOURTH: To accomplish the foregoing, Article FIRST of the Certificate of Incorporation is hereby amended to read as follows:


FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is
VI Solutions, Inc.

FIFTH: The foregoing amendment of the Certificate of Incorporation of the Corporation was authorized by the unanimous written consent of the Board of Directors of the Corporation pursuant to Section 141(f) of the Delaware General Corporation Law, followed by the written consent of the holder's of a majority of the outstanding shares of the Common Stock of the Corporation pursuant to Section 228(a) of the Delaware General Corporation Law and written notice of the foregoing shareholder consent was provided to all of the shareholders of shares of the Common Stock of the Corporation in accordance with Section 228(d) of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed and attested this 2nd day of October, 2000.

Attest:


James Perrety, Secretary


James Perrety, President