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Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : LOWNDES, PROSDICK, DOSTER, KANTOR & REED, P.A.
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Matter: 65667

COMMENTS: PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY, AUGUST 23, 1999. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME. THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER. GAIL S. ANDRE' - DIRECT DIAL (407) 418-6203

BASIC AMENDMENT

ACT-VGS INC.

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**LOWNDES
DROSDICK
DOSTER
KANTOR &
REED, P.A.**

215 North Eola Drive
Post Office Box 2809
Orlando, Florida 32802-2809
Telephone (407) 843-4600
Telecopier (407) 423-4495

Attorneys at Law

TELECOPY TRANSMITTAL
FOR IMMEDIATE DELIVERY

DATE: August 24, 1999
TO: Darlene Connell
COMPANY: Division of Corporations
TELECOPIER NO: (850) 922-4000 TELEPHONE NO: (850) 487-6908
FROM: Gail S. Andre', Legal Assistant
TELECOPIER NO: (407) 423-4495 TELEPHONE NO: (407) 843-4600
TOTAL NUMBER OF PAGES, INCLUDING THIS ONE 7

SPECIAL INSTRUCTIONS: DARLENE, CONFIRMING MY TELEPHONE CONVERSATION WITH YOU TODAY, ATTACHED PLEASE FIND THE APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA REFLECTING THE CORRECTIONS MADE PER YOUR REQUEST.

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Thank you,

GAIL S. ANDRE'

ATTORNEY#: 427 CLIENT NO: 019435
ACT-VGS INC. (OMNITICKET NETWORK INC.)

MATTER NO: 65667

(850)487-6013 08/24/99 09:28 Fl Dept of State p1 /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 24, 1999

ACT-VGS INC.
7680 UNIVERSAL BLVD., SUITE 170
ORLANDO, FL 32819

SUBJECT: ACT-VGS INC.
REF: F99000000347

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please insert the date of the name change in the homestate on #4 of the document. The date is August 11, 1999.

The new name does not have a comma in the name. Please remove the comma. The name on line #5 should be: OMNITICKET NETWORK INC.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000021028
Letter Number: 399A00042342

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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. ACT-VGS, Inc.
Name of corporation as it appears on the records of the Department of State.

2. Delaware
Incorporated under laws of

3. January 19, 1999
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 11, 1999

5. OmniTicket Network, 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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

OMNITICKET NETWORK, INC., a Delaware corporation

By:

Signature

August 11, 1999
Date

Paolo Moro

Typed or printed name

President

Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of Delaware

PAGE 1

Office of the Secretary of State

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 "ACT - VGS INC.", CHANGING ITS NAME FROM "ACT - VGS INC." TO "OMNITICKET NETWORK INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF AUGUST, A.D. 1999, AT 2 O'CLOCK P.M.

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



2981219 8100

991334221

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9917402

DATE:

08-11-99

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**THIRD CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF ACT - VGS INC.**

I, Paolo Moro, being the President of ACT - VGS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), do hereby file the following Third Certificate of Amendment to the Certificate of Incorporation in accordance with Section 242:

1. The name of the Corporation is ACT - VGS INC.
2. The Third Amendment to the Certificate of Incorporation is as follows:
 1. The First Article is deleted in its entirety and replaced with the following:

FIRST: The name of the corporation shall be:

OmniTicket Network Inc.

2. Section 4.6.6.6 is deleted in its entirety and replaced with the following:

4.6.6.6 Certain Issues of Common Shares Excepted. Notwithstanding anything herein to the contrary, the corporation shall not be required to make any adjustment of the Class D Conversion Price in the case of the issuance, from and after the date of filing of these terms of the Class D Convertible Preferred Shares, of (i) up to an aggregate of 1,069,250 Common Shares or options to issue Common Shares, as adjusted to reflect the occurrence of any event described in subparagraphs 4.6.6.7 or 4.6.6.8, to directors, officers, employees, or consultants of the corporation in connection with their service as directors of the corporation, their employment by the corporation or their retention as consultants by the corporation, plus such number of Common Shares which are purchased by the corporation from such persons after such date pursuant to contractual rights held by the corporation and at purchase prices not exceeding the respective original purchase prices paid by such persons to the corporation therefor, (ii) Common Shares issuable upon exchange of the Class B Shares of 3521630 Canada Inc., (iii) Common Shares issuable upon conversion of the Class A Convertible Preferred Shares, and (iv) 45,147 Common Shares issued to Pierre Villeneuve (or issued at his direction).

3. The foregoing Third Amendment was adopted by all the Directors of the Corporation by Written Action taken in lieu of a meeting by the Board of Directors dated May 5, 1999.
4. The foregoing Amendment was adopted by a majority of the Shareholders of the Corporation by Written Action in Lieu of a Meeting dated May 7th, 1999. The number of Shareholders executing such Written Action in favor of approval of the Third Amendment was sufficient for approval. Written notice of the adoption of the foregoing Third Amendment was or will be promptly delivered to the non-signatory Shareholders after the execution of such Written Action.

IN WITNESS WHEREOF, the undersigned Officer of the Corporation has executed this Third Amendment on the 7th day of May, 1999.



Paolo Moro, President