

F99000000496

LAW OFFICES

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2001 MARKET STREET
PHILADELPHIA, PENNSYLVANIA 19103

89 N. Haddon Avenue, Suite B
Haddonfield, New Jersey 08033
(609) 428-2625

October 20, 1999

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Megahertz-NKO, Inc
Florida Identification Number: F99000000496

000003023620--2
-10/25/99--01081--011
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing with the Florida Secretary of State are the following documents:

1. An original and one copy of an Amendment to Application for Authorization to Transact Business in Florida for Megahertz-NKO, Inc.
2. A copy of the filed certificate from the State of Delaware evidencing the amendment.
3. Our firm's check payable to the order of the "Florida Secretary of State" in the sum of \$35.00 representing payment of the filing fee.

Kindly acknowledge the receipt and filing of the enclosed by returning a date-stamped copy of the Amendment to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Sincerely,



Mary Malcolm,
Secretary to Mr. McCarthy

/mem
Enclosures

FILED
99 NOV 22 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS NOV 22 1999

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November 19, 1999

Florida Department of State
Division of Corporation
P.O. Box 6327 --
Tallahassee, Florida 32314

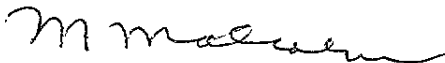
Re: Clariti IP Services, Inc. (formerly Megahertz-NKO, Inc.)
Florida Identification Number: F99000000496

Dear Sir/Madam:

In response to your November 4, 1999 correspondence (copy enclosed) attached is a certified copy of the amendment filed with the State of Delaware. Please proceed with the attached filing in the State of Florida.

Kindly acknowledge the receipt and filing of the enclosed by returning a date-stamped copy of the Application to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Sincerely,



Mary Malcolm,
Secretary to Mr. McCarthy

/mem

Enclosures

J:\MCCARTHY\ClaritiTelecommunications\ClaritiIPServicesInc.(formerlyMegaHertzNKO,Inc.)Corporate\Florida.me3.doc

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99 NOV 22 AM 9:51

DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 4, 1999

MARY MALCOLM
EIZEN, FINEBURG & MCCARTHY, LLP
2001 MARKET STREET, SUITE 3410
PHILADELPHIA, PA 19103

SUBJECT: MEGAHERTZ-NKO, INC.
Ref. Number: F99000000496

We have received your document for MEGAHERTZ-NKO, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 399A00053265

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)

FILED
99 NOV 22 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Megahertz-NKO, Inc.
Name of corporation as it appears on the records of the Department of State.
2. State of Delaware 3. January 26, 1999
Incorporated under laws of 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? October 12, 1999
5. Clariti IP Services, 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

September 30, 1999
Date

Joseph Smith, Executive Vice President
Typed or printed name

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 "MEGAHERTZ-NKO, INC.", CHANGING ITS NAME FROM "MEGAHERTZ-NKO, INC." TO "CLARITI IP SERVICES, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2988648 8100

991475332

AUTHENTICATION:

DATE:

0084867

11-16-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MEGAHERTZ-NKO, INC.**

Megahertz-NKO, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That the board of directors of the Corporation adopted a resolution proposing and declaring advisable the following amendment to the Corporation's Certificate of Incorporation:

"RESOLVED, that the Certificate of Incorporation of Megahertz-NKO, Inc. be amended by changing Article First thereof so that, as amended, said Article shall be and read as follows:

1. The name of the Corporation is: "Clariti IP Services, Inc.".

2. That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

3. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation to be duly executed this 30th day of September, 1999.

MEGAHERTZ-NKO, INC.

By: Joseph Smith
Joseph Smith, Executive Vice President