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February 29, 2000

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/03/00--01110--001

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

Re: Application to File Amendment for Authorization

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with an original certificate from the Delaware Secretary of State evidencing the amendment. Also enclosed is a check in the amount of \$43.75, representing the filing fee of \$35.00 and the fee for a certified copy in the amount of \$8.75.

Please send acceptance of filing and the certified copy to my attention at the letterhead address.

Thank you.

Sincerely,

Susan D. Hora

Susan D. Hora

Enclosures

FILED
00 MAR -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
CRB
3/14

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 MAR -3 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Geopax, Ltd., Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: April 12, 1999

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?

January 11, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Geami, Ltd., Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

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

N/A

Armando DeAndrade

Signature

Name and Title

Armando DeAndrade, President

February 21, 2000

Date

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 "GEOPAX, LTD.", CHANGING ITS NAME FROM "GEOPAX, LTD." TO "GEAMI, LTD.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF JANUARY, A.D. 2000, AT 2 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2383977 8100

001028667

AUTHENTICATION: 0213962

DATE: 01-24-00

**AMENDMENT TO
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GEOPAX, LTD.**

(Incorporated under the laws of the State of Delaware on April 19, 1994)

The undersigned officer of Geopax, Ltd. (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of the Corporation, acting by unanimous written consent of its members, a copy of which has been filed in the Minute Book of the Corporation, adopted a resolution proposed and declaring advisable to amend the Corporation's certificate of incorporation in the terms contained in the Amendment to the Second Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

SECOND. That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to that amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and written notice of the adoption of the amendment has been given as provided in Section 228 of the General Corporation Law of the State of Delaware to every stockholder entitled to such notice.

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

IN WITNESS WHEREOF, the undersigned has executed this certificate on this 30th day of December, 1999.

/s/ Armando DeAndrade

Armando DeAndrade
President

EXHIBIT A**AMENDMENT TO THE SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
GEOPAX, LTD.**

RESOLVED, that the Amended And Restated Certificate Of Incorporation of Geopax, Ltd. be and hereby is amended as follows:

1. **ARTICLE FIRST** is amended by deleting the text thereof in its entirety, and inserting the following in its place and stead:

FIRST: The name of the Corporation is Geāmi, Ltd.