



GroupNow!, Inc.  
516 NE 9<sup>th</sup> Avenue, Fort Lauderdale, FL 33301-1218  
Telephone (954) 832-9188 Facsimile (954) 832-0932  
<http://www.groupnow.net>

F99000002662

David J. Simonetti  
Co-Chairman and  
Chief Executive Officer  
[djs@venturenow.com](mailto:djs@venturenow.com)

27 December 1999

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

000003081810--8  
-12/28/99--01046--009  
\*\*\*\*\*61.25 \*\*\*\*\*61.25

Re: Venturenow, Inc. Amendment and Venturenow, LLC registration.

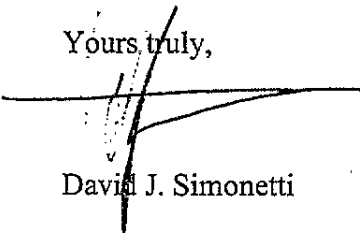
To Whom It May Concern::

Enclosed is an Application to Amend the foreign corporation registration of Venturenow, Inc., changing its name to Groupnow, Inc. Please file and return with three certificates of status. I have enclosed a check for \$61.25 to cover applicable fees.

In addition, enclosed is an Application to Transact Business in Florida for Venturenow, LLC, a wholly owned subsidiary of Groupnow, Inc. Please file and return with three certificates of status. I have enclosed a check for \$140.00 to cover fees.

Furthermore, I have enclosed a paid FedEx return envelope. Please return documents to me in this envelope. You may address any questions directly to my office. Thank you.

Yours truly,

  
David J. Simonetti

FILED  
99 DEC 28 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

all 1-10-2000  
name chg.  
Chicago

**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)**

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1. Venturenw, Inc.  
Name of corporation as it appears on the records of the Department of State.

2. Delaware 3. 5/24/99  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

**(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? 12/8/99

5. Groupnow, 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.

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New Duration

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

## New Jurisdiction

Signature \_\_\_\_\_

12/20/99  
Date

David J. Simonetti  
Typed or printed name

Typed or printed name

Chairman

1	Title

FILED  
99 DEC 28 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*


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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 "VENTURENOW, INC.", CHANGING ITS NAME FROM "VENTURENOW, INC." TO "GROUPNOW, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF DECEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

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



  
Edward J. Freel, Secretary of State

3005422 8100

AUTHENTICATION: 0126871

991524871

DATE: 12-08-99

**CERTIFICATE OF AMENDMENT**  
**of CERTIFICATE of INCORPORATION of**  
**VENTURENOW, INC.**

It is hereby certified that:

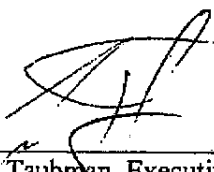
1. The name of the corporation (hereinafter called the "corporation") is Venturenow, Inc.
2. The certificate of incorporation of the corporation is hereby amended by striking out Article First thereof and by substituting in lieu of said Article the following new Article:

"FIRST. The name of this corporation shall be:

Groupnow, Inc. "

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Signed on the 6<sup>th</sup> day of December, 1999.

  
\_\_\_\_\_  
Louis Taubman, Executive Vice President