

CORPORATE
ACCESS,
INC.

F99000005315

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILED
JAN -2 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

(2 Q1)

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PHOTO COPY

✓ FILING Foreign Amendment

1.) TradeOut.Com, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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-01/02/01--01026--013
*****52.50 *****52.50

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

RECEIVED
01 JAN -2 AM 10:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.
6 COULLETTE JAN 02 2001

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMEND-
MENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(s. 607.1504, F.S.)

FILED
01 JAN -2 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. TradeOut.com, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: October 15, 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?

June 20, 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:

TradeOut, Inc.

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

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

James F Mooney
Signature

James Mooney

Typed or printed name

12/28/00

Date

CFO

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 "TRADEOUT.COM, INC.", CHANGING ITS NAME FROM "TRADEOUT.COM, INC." TO "TRADEOUT, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0846560

2978132 8100

001619355

DATE: 12-11-00

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
TRADEOUT.COM, INC.**

*Pursuant to Section 242 of the General
Corporation Law of the State of Delaware*

Tradeout.com, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Corporation was originally incorporated in Delaware under the name Tradeout.com, Inc. and the original date of filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware was December 11, 1998.

SECOND: That Article 1 of the Amended and Restated Certificate of Incorporation of the Corporation, stating the name of the Corporation, is hereby amended by striking out the first sentence thereof and by substituting in lieu thereof the following:

"The name of the corporation is TradeOut, Inc. (the "Corporation")."

THIRD: That the foregoing amendment was approved by the Board of Directors of the Corporation in accordance with Section 141 of the DGCL.

FOURTH: That the Corporation has received payment for shares of its stock and that the foregoing amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be executed as of the 19th day of June 2000.

TRADEOUT.COM, INC.

By: 

Name: Gregory P. Bufithis

Title: Assistant Secretary