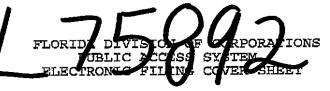
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HOLLAND & KNIGHT OF MIAMI

ACCT#: 072203000603

CONTACT: STEVEN H HAGEN PHONE: (305)374-8500

FAX #: (305)789-7799

NAME: MARKETPLACE 2000, INC.

AUDIT NUMBER....H98000007987
DOC TYPE....BASIC AMENDMENT

CERT. OF STATUS...0

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TALLAHASSEE, FLORIDA

4/28/98

FAX AUDIT NO.: H98000007987 4

## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MARKETPLACE 2000, INC.

Pursuant to Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of MARKETPLACE 2000, INC. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST:

The name of the Corporation is MARKETPLACE 2000, INC.

SECOND:

as follows:

Article 1 of the Articles of Incorporation is amended in its entirety to read

## "ARTICLE I. NAME

The name of the Corporation is MINDSHARE STRATEGIC CONSULTING, INC."

THIRD: The foregoing amendment was adopted by written consent of the sole shareholder and sole director of the Corporation, in accordance with Sections 607.1003, 607.0704 and 607.0821 of the Florida Statutes on April 28, 1998, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned Assistant Secretary of the Corporation has executed this instrument this 28th day of April, 1998.

Bruce Jay Colan, Assistant Secretary

MIA4-613681

THIS INSTRUMENT WAS PREPARED BY: Ronald Albert, Jr., Esq. Fla. Bar No.: 773999

Holland & Knight 701 Brickell Ave., Suite 3000

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