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BASIC AMENDMENT

TELEFONICA EMARKETPLACE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TELEFONICA EMARKETPLACE, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is: **TELEFONICA EMARKETPLACE, INC.**, (the "Corporation"), Charter #P00000039837.
2. The following Amendment to the Articles of Incorporation was adopted by the unanimous written consent of the Sole Director and the Sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, as of December 26 2000 in the manner prescribed by Section 607.1003 of the Act.
3. Article I of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article I, as follows:


**"ARTICLE I**

The name of the Corporation is **Adquira, Inc.**"

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of TELEFONICA EMARKETPLACE, INC. as of this 26 th day of December, 2000.

TELEFONICA EMARKETPLACE, INC.  
a Florida corporation

By:   
Print Name: Rafael Hernandez  
Title: Chief Executive Officer

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**ACTION BY UNANIMOUS CONSENT  
BY  
THE SOLE DIRECTOR  
AND  
THE SOLE SHAREHOLDER  
OF  
TELEFONICA EMARKETPLACE, INC.**

The undersigned, constituting the Sole Director and the Sole Shareholder of **TELEFONICA EMARKETPLACE, INC.** (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The undersigned do hereby agree that, upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Sole Shareholder and the Sole Director of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given. The following resolutions are hereby adopted:

**RESOLVED**, that Article I of the Articles of Incorporation of the Corporation be deleted and replaced by a new Article I, as follows:

**"ARTICLE I**

The name of the Corporation is Adquira, Inc."

**RESOLVED**, that Rafael Hernandez as Chief Executive Officer of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida on behalf of the Corporation, and to execute and deliver any and all documents and instruments and take any and all other actions necessary or desirable to effectuate the intent and purpose of the foregoing resolution.

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IN WITNESS WHEREOF, the undersigned being the Sole Director and a duly authorized officer of the Sole Shareholder of the Corporation, has/have executed the foregoing Action by Unanimous Consent for the purposes herein expressed as of this 24th day of December, 2000.

**SOLE SHAREHOLDER:**

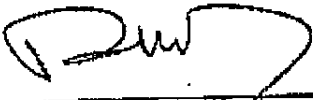
Katalyx, Inc.



Name:

Title:

**SOLE DIRECTOR:**



Rafael Hernandez

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