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BASIC AMENDMENT

ENGAGE TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ENGAGE TECHNOLOGIES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the sole member of the Board of Directors (the "Board") of Engage Technologies, Inc., a Florida corporation (the "Corporation"), hereby files the following amendment to the Corporation's Articles of Incorporation:

1. The name of the Corporation is Engage Technologies, Inc.
2. The Corporation's Articles of Incorporation are hereby amended by deleting the current Article V in its entirety and replacing it with the following:

ARTICLE V
CAPITAL STOCK

The aggregate number of shares of all classes of stock which the Corporation shall have the authority to issue is 100,000 shares, consisting of (a) 76,000 shares of common stock, par value \$0.01 per share (the "Common Stock"), and (b) 24,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

I. Preferred Stock.

A. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board as hereinafter prescribed.

1. Preferences. Subject to the rights of holders of the Common Stock, authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

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(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operations thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation's capital stock and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such

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adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

II. Common Stock.

All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges:

A. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

B. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive, when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

C. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall have been entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

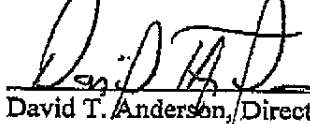
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3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.
4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a written consent executed by the sole member of the Board of Directors of the Corporation as of the 29th day of November, 2000, pursuant to Section 607.1005 of the Florida Business Corporation Act, and does not require shareholder approval because the Corporation has not yet issued shares.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of Engage Technologies, Inc. this 29th day of November, 2000.

ENGAGE TECHNOLOGIES, INC.


David T. Anderson, Director 11/29/2000

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