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BASIC AMENDMENT

ENGAGE TECHNOLOGIES, INC.

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

The undersigned, as the sole member of the Board of Directors of Engage Technologies, Inc., a Florida corporation (the "Corporation"), hereby files the following amendment to the Corporation's Articles of Incorporation in accordance with Section 607.0602, Florida Statutes:

1. The name of the Corporation is Engage Technologies, Inc.

2. The current Articles of Incorporation of the Corporation are hereby amended to include the Designation of Relative Rights and Preferences of the Corporation's Series A Cumulative Nonconvertible Preferred Stock, par value $0.01 per share, which is attached hereto as *Exhibit A*.

3. This amendment to the Corporation's 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.

4. This amendment was duly adopted by the Corporation's Board of Directors without shareholder action, as shareholder action was not required 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.

11/29/2000

David T. Anderson, Director

ENGAGE TECHNOLOGIES, INC.

SERIES A CUMULATIVE NONCONVERTIBLE PREFERRED STOCK

DESIGNATION OF RELATIVE RIGHTS AND PREFERENCES AND OTHER TERMS AS FIXED AND DETERMINED BY THE BOARD OF DIRECTORS

1. Number of Shares; Designation of Series; Definitions.

(a) There shall be a series of the class of preferred stock, par value $0.01 per share (the "Preferred Stock"), of Engage Technologies, Inc., a Florida corporation (the "Company"), consisting of 24,000 shares designated "Series A Cumulative Nonconvertible Preferred Stock" (hereinafter called this "Series").

(b) For the purposes of this Designation, the following terms shall have the following meanings:

"Business Day" shall mean a day on which the New York Stock Exchange is open for trading.

"Common Stock" shall mean the common stock, par value $0.01 per share, of the Company.

"Liquidation Preference" shall mean $8.33 per share of this Series.

2. Dividends.

(a) The holders of record of each share of this Series shall be entitled to receive when, if and as declared by the Board of Directors of the Company (the "Board"), but only out of funds legally available for the payment of dividends, dividend payments in cash at the rate per annum (the "Dividend Rate") of (i) 12.50% multiplied by the Liquidation Preference (or $1.042) per share per annum, plus (ii) 12.50% per annum (the "Additional Rate") on the amount of accrued dividends (whether or not earned or declared and including all dividends accrued at the Additional Rate from prior months), if any, with respect to such share, as of any monthly payment date specified below, that remain unpaid as of the fifth day after such payment date (such additional dividend accrual to occur from such payment date through the earlier of the date on which all accrued dividends are paid or the day preceding the next succeeding monthly dividend payment date). Such dividends, when, if and as declared, shall be payable in twelve (12) equal (except as may be provided for the first dividend date after issuance or with respect to dividends accrued on unpaid dividends) monthly installments on the last day of each calendar month, commencing December 31, 2000, to holders of record on the last day of the month preceding the month in which the payment date occurs, except that payments in respect of dividend arrearages may be declared and paid at any time without reference to any regular dividend payment date, to holders of record on such dates fixed for such by the Board in advance of the respective payment purpose dates. Dividends on each share of this Series shall be cumulative and shall accrue, whether or not declared and paid, from the date of original issuance thereof, except: (i) as provided in Section 8; and (ii) that in the case of shares issued in exchange or replacement for or upon transfer of shares previously issued, such dividends shall accrue and be cumulative from the monthly dividend payment date next preceding the date of issue of such shares, unless the date of issue is a monthly dividend payment date or is a date between the record date for the determination of holders of shares of this Series entitled to receive a monthly dividend and the date of payment for such monthly dividend, in either of which events such dividends shall accrue and be cumulative from such monthly dividend date. Dividends payable on a share of this Series for any period less than a full monthly dividend period shall be prorated and computed on the basis of a 365-day year.

(b) During any calendar month, no dividend shall be paid upon, or declared and set apart for, any share of this Series or for any share of any other series of the Preferred Stock which may be hereafter issued ranking on a parity with shares of this Series as to dividends, unless during such calendar month a like proportionate dividend, ratably in proportion to the respective dividends applicable thereto, shall be paid upon, or be declared and set apart for, all shares of this Series as to which dividends shall have accrued. Holders of shares of this Series shall not be entitled to any dividend, whether payable in cash, securities or other property, in excess of full cumulative dividends, as herein provided, on shares of this Series.

(c) So long as any shares of this Series are outstanding, no dividend (other than a dividend payable in the Common Stock of the Company or in any other stock of the Company ranking junior to this Series as to dividends and upon liquidation, and other than as provided in Section 2(b)) shall be declared or paid or set aside for payment, nor shall any other distribution be declared or made, upon the Common Stock or upon any other stock of the Company ranking junior to or on a parity with this Series as to dividends or upon liquidation, unless, in each case, the full cumulative dividends on all outstanding shares of this Series for all past monthly dividend periods shall have been paid or declared and set apart for payment.

(d) Subject to the foregoing provisions, dividends, whether payable in cash, stock or otherwise as the Board may determine, may be declared and paid on Common Stock and on any other class or series of stock of the Company ranking as to dividends or upon liquidation junior to or on a parity with this Series, from time to time, out of the remaining funds of the Company legally available for the payment of dividends, and this Series shall not be entitled to participate in any such dividends.

3. Optional Redemption.

(a) The Company, at its option, may redeem, out of funds legally available therefor, outstanding shares of this Series, in whole or in part, at any time after the date of issuance, at a redemption price per share equal to the Liquidation Preference, together with an amount equal to all accrued dividends (whether or not earned or declared) on each share being redeemed to the redemption date.

(b) In the event the Company shall redeem shares of this Series, notice of such redemption shall be given by first class mail, postage prepaid, mailed not less than 10 nor more than 60 days prior to the redemption date, to each holder of record of the shares to be redeemed at such holder's address as the same appears on the stock register of the Company. Neither failure to mail such notice to one or more of such holders nor any defect in any such notice shall affect the sufficiency of the proceedings for redemption as to other holders. Each such notice shall state: (i) the redemption date; (ii) the redemption price; (iii) the place or places where certificates for such shares are to be surrendered for payment of the redemption price; and (iv) that, unless the Company defaults in making the redemption payment, all of the shares called for redemption shall, after the redemption date, (x) no longer be deemed to be outstanding, (y) no longer accrue dividends, and (z) no longer have any voting or other rights (except only the right of the holders thereof to receive the redemption price plus all unpaid dividends accrued to the date of redemption).

(c) If notice of redemption has been given pursuant to Section 3(b), then from and after the redemption date, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, (i) all of the shares so called for redemption shall no longer be deemed outstanding, (ii) any dividends payable thereon shall cease to accrue, and (iii) all voting and other rights with respect to such shares shall cease and terminate (except the right to receive the redemption price, plus all unpaid dividends accrued to the redemption date, upon a surrender of certificates representing such shares). Upon surrender in accordance with said notice of the certificates for any shares so called for redemption (properly endorsed or assigned for transfer, if the Board shall so require and the notice shall so state), such shares shall be redeemed by the Company at the redemption price plus all unpaid dividends accrued to the redemption date, all of which shall be payable in accordance with Section 3(d).

(d) In the event the Company shall redeem shares of this Series, the Company shall, upon proper surrender of the certificates for any shares so called for redemption, deliver to each holder thereof, in payment of the redemption price therefor, an unsecured promissory note of the Company which (i) has an original principal amount equal to the redemption price for all shares of this Series called for redemption from such holder, (ii) bears interest from the redemption date at an annual rate per annum (calculated on the basis of a 365-day year) equal to the Designated Rate (as hereinafter defined), and (iii) is payable in one hundred twenty (120) equal (except as may be provided for the first installment after issuance of the promissory note) monthly installments of principal, plus accrued interest, commencing on the first day of the calendar month immediately following the month in which the redemption date occurs. As used in this Section 3(d), the term "Designated Rate" means (x) the rate of interest applicable to the credit facility of the Company that the Company designates as the Company's primary credit facility or (y) if the Company determines that the Company does not have a primary credit facility, the "Prime Rate" (as defined in the Money Rates section of *The Wall Street Journal*), in either case determined from time to time in accordance with the following sentence. The Designated Rate shall initially be determined as of the date of issuance of the promissory note and thereafter shall automatically change as of each anniversary of the date of issuance without prior notice to the holder thereof.

4. **No Conversion Rights.**

The shares of this Series may not be converted into Common Stock or into any other class of securities of the Company.

5. **Voting.**

(a) *General Voting Rights.* Except as specifically set forth in Section 5(b) below, the holders of the shares of this Series shall not be entitled to vote on any matters coming before the shareholders of the Company.

(b) *Special Voting Rights.* Notwithstanding the provisions of Section 5(a) above, the holders of the shares of this Series shall have the following voting rights:

(i) The right to vote in the manner and to the extent required by the Florida Business Corporations Act, Chapter 607, *Florida Statutes*; and

(ii) So long as any shares of this Series shall be outstanding, the Company shall not, without the consent, given in writing or by resolution adopted at a meeting duly called for that purpose, of the holders of record of all of the shares of this Series then outstanding, shall be required:

(A) to change any of the provisions of the Company's Articles of Incorporation or this Designation so as to affect materially and adversely any of the rights or preferences of the shares of this Series; or

(B) to establish a class of stock or a series of any class of stock of the Company ranking senior to or on a parity with this Series as to dividends or voting rights or upon liquidation.

Each holder of shares of this Series shall be entitled to one vote for each share of this Series held upon matters coming before the holders of the shares of this Series.

(c) For the purpose of this Section 5 an amendment to the Company's Articles of Incorporation increasing or decreasing the aggregate number of authorized shares of Common Stock, as a class, or Preferred Stock, as a class, or the authorization or designation of, or increase in the authorized amount of, any class or series of stock ranking junior as to dividends or upon liquidation with the shares of this Series, shall not be deemed to affect materially and adversely any of the powers, preferences or rights of the shares of this Series or of all Preferred Stock as a class.

(d) Shares of this Series held by the Company directly or through entities of which a majority of the voting securities are held by the Company shall not be deemed to be outstanding for purposes of any voting rights granted in this Section 5.

6. **Liquidation Rights.**

(a) Upon the dissolution, liquidation or winding up of the Company, the holders of record of the shares of this Series shall be entitled to receive out of the assets of the Company available for distribution to shareholders, before any payment or distribution shall be made on the Common Stock or on any other class or series of stock of the Company ranking junior to this Series upon liquidation, an amount equal to the Liquidation Preference together with a sum equal to all accrued but unpaid dividends (whether or not earned or declared) on such shares accrued thereon to the date of final distribution. Written notice of such dissolution, liquidation or winding up, stating a payment date, the amount of such payment and the place where payment will be made shall be given by certified mail, postage prepaid, not less than 10 nor more than 60 days prior to the payment date stated therein to the holders of record of this Series, such notice to be addressed to each holder at his address as the same appears on the stock register of the Company.

(b) Neither the sale, lease or other transfer of all or substantially all the property or business of the Company, nor the merger or consolidation of the Company into or with any other corporation or other business entity nor the merger or consolidation of any other corporation or other business entity into or with the Company, shall be deemed to be a dissolution, liquidation or winding up, voluntary or involuntary, for the purposes of this Section 6.

(c) After the payment to the holders of the shares of this Series of the full preferential amounts provided for in this Section 6, the holders of shares of this Series, as such holders, shall have no right or claim to any of the remaining assets of the Company.

(d) In the event the assets of the Company available for distribution to the holders of shares of this Series, and to the holders of any other class or series of stock of the Company ranking on a parity with the shares of this Series upon liquidation, upon any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, shall be insufficient to pay in full all amounts to which such holders are entitled pursuant to Section 6(a) and the terms of such other stock, no such distribution shall be made on account of any shares of any other series of Preferred Stock, or of any other class, ranking on a parity with the shares of this Series upon such dissolution, liquidation or winding up unless proportionate distributive amounts shall be paid on account of the shares of this Series, ratably in accordance with the sums which would be payable in such distribution if all sums payable in respect of the shares of all such series of Preferred Stock and any such other class as aforesaid were discharged in full.

7. **Ranking.**

For purposes of this resolution, any stock of any class or classes or of any series of the Company shall be deemed to rank:

(a) senior to the shares of this Series, either as to dividends or upon liquidation, if the holders of such stock shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Company, as the case may be, in preference or priority to the holders of shares of this Series;

(b) on a parity with shares of this Series, either as to dividends or upon liquidation, whether or not the dividend rates, dividend payment dates or redemption or liquidation prices per share or sinking fund provisions, if any, be different from those of this Series, if the holders of such stock shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Company, as the case may be, in proportion to their respective dividend rates or liquidation preferences, without preference or priority, one over the other, as between the holders of such stock and the holders of shares of this Series; and

(c) junior to shares of this Series, either as to dividends or upon liquidation, if such class shall be Common Stock or if the holders of shares of this Series shall be entitled to the receipt of dividends or of amounts distributable upon dissolution, liquidation or winding up of the Company, as the case may be, in preference or priority to the holders of such stock.

8. Transfer and Reissuance.

(a) All or any shares of this Series acquired by the Company and not retired may be transferred by the Company to any other person(s). However, for so long as such shares are held by the Company, and until such shares are transferred to another person, no dividends shall accrue with respect to such shares.

(b) The number of shares of this Series available for issuance under this Designation at any time shall be the difference between the authorized number of shares designated in Section 1 and the number issued at such time, and no reduction shall be made for any shares of this Series acquired by the Company and subsequently retired or redeemed under Section 3.

9. No Sinking Fund.

There shall be no sinking fund for the payment of dividends or liquidation preference on the shares of this Series.

10. Amendment.

This Designation constitutes an agreement between the Company and the holders of the shares of this Series and may be amended by vote of the Board and the holders of all of the shares of this Series.