



1450 S. Dixie Hwy., Suite 101, Boca Raton, FL 33432 (561) 447-8804

PO00000051622

July 2, 2002

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Amendment Section:

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-07/29/02--01053--003
*****35.00 *****35.00

Please accept the enclosed Articles of Amendment to the Articles of Incorporation of
Merge Media, Inc., along with the enclosed check in the amount of \$35.00.

If you have any questions, please do not hesitate to contact me at telephone number
(561) 447-8804 x102, or at the following return address:

1450 S. Dixie Hwy., Suite 101
Boca Raton, FL 33432

Thank you,

David Dimlich, for Merge Media, Inc.

FILED
02 JUL 29 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7-29-02

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
MERGE MEDIA, INC.**

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

First. Pursuant to Article 12 of this Corporation's Articles of Incorporation, this Corporation wishes to amend the provision in its Articles of Incorporation regarding indemnification of Officers and Directors, and former Officers and Directors.

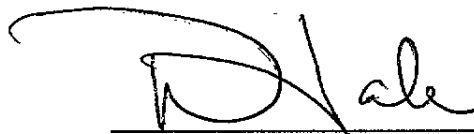
Second. Article 9 is hereby amended as follows:

Article 9. This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

Third. Pursuant to the provisions of Section 607.0704(1)(5) of the Florida Statutes, this Amendment was duly adopted on July 24, 2002 by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Fourth. This Amendment to the Articles of Incorporation shall take effect on the filing hereof by the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned under the penalty of perjury has executed this Amendment to the Articles of Incorporation this 24th day of July, 2002.



Willis B. Hale as CEO/President