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August 29, 2002

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: EMERGE MEDIA, INC.

Gentlemen:

Enclosed please find an original and one fully executed copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced Florida corporation, together with a check in the amount of \$43.75 representing the following fees:

Filing Fee..... \$ 35.00
Certified Copy..... 8.75

TOTAL ENCLOSED.....\$ 43.75

Would you please forward a certified copy of the filed Articles of Amendment to the Articles of Incorporation to me at the letterhead address. Thank you for your cooperation in this matter.

Very truly yours,

FRANK G. FINKBEINER

FGF:sn
encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP -3 AM 11:56

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
EMERGE MEDIA, INC.

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02 SEP -3 AM 11:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of 607.1006 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The present name of this Corporation is EMERGE MEDIA, INC.
2. The following Amendment to the Articles of Incorporation were adopted by the Shareholders and Directors of the corporation on the 29th day of August, 2002, in the manner prescribed by the Florida General Corporation Act, providing for shareholders preemptive rights.

ARTICLE VIII: PREEMPTIVE RIGHTS

The Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

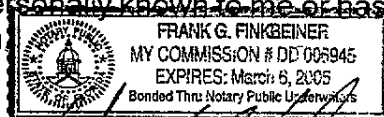
DATED the 29th day of August, 2002.

EMERGE MEDIA

BY: Helen Keeling-Neal
HELEN KEELING-NEAL, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of August 2002, by HELEN KEELING-NEAL, the President of EMERGE MEDIA, INC, a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Fl. Dr. license as identification.
(type of identification)



Frank G. Finkbeiner
Notary Public -
My Commission Expires: