

PO1000017298



ACCOUNT NO. : 072100000032

REFERENCE : 098173 151463A

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
01 APR - 2 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 30, 2001

ORDER TIME : 10:42 AM

ORDER NO. : 098173-005

900003943119--3

CUSTOMER NO: 151463A

CUSTOMER: Ms. Tammy Wagner
Budd Larner Gross Rosenbaum
150 John F. Kennedy Parkway
Cn1000
Short Hills, NJ 07078-0999

RECEIVED
01 APR - 2 AM 11:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RHINO ACQUISITION, INC.

EFFECTIVE DATE:

N.C.

XX ARTICLES OF AMENDMENT

COULLIETTE APR 02 2001

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

**FIRST AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RHINO ACQUISITION, INC.**

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 15th day of February, 2001, are hereby amended pursuant to a written consent in lieu of a meeting executed by all of the Corporation's Directors on the 7th day of March, 2001 and by written consent in lieu of a meeting executed by the Corporation's sole stockholder, as follows:

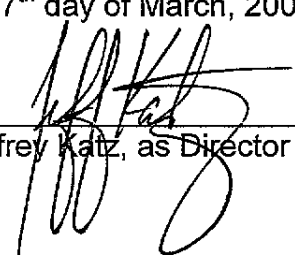
ITEM 1

Article FIRST is hereby deleted in its entirety, and replaced with the following:

FIRST: The name of the corporation is Rhinorewards.com, Inc.
(the "Corporation")

This First Amendment to the Articles of Incorporation was adopted by the directors on the 7th day of March, 2001.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Articles of Incorporation this 7th day of March, 2001.

By: 
Jeffrey Katz, as Director

FILED
01 APR - 2 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA