

P020000010884

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BASIC AMENDMENT
VDA T/MOD ACQUISITION CORP.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
VDAT/MOD ACQUISITION CORP.**

Pursuant to Chapter 607 of the Business Corporation Act of the State of Florida, the undersigned, being the President of VDAT/MOD Acquisition Corp., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P02000010884 does hereby certify:

FIRST: That pursuant to unanimous written consent of the Board of Directors and the Sole Shareholder of the Corporation dated February 12, 2002, the Board of Directors and Sole Shareholder approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE I
NAME**

The name of the Corporation shall be Media On Demand, Inc.

SECOND: The foregoing amendment was adopted by the Board of Directors and the Sole Shareholder of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors of the Corporation and by the Sole Shareholder of the Common Stock of the Corporation dated February 12, 2002, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of February 12, 2002.

VDAT/MOD ACQUISITION CORP.


Randy Selman, President

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