

P94000027095

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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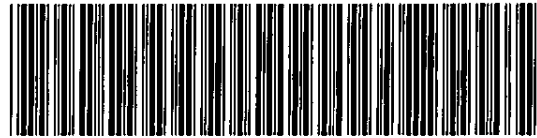
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/27

Name
change

(SP)



November 26, 2007

PERSONAL & CONFIDENTIAL

Susan Payne, Supervisor
Amendment Filing Section
Florida Department of State
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: Amendment to Articles of Incorporation for InterSearch Group, Inc.
Document Number: P94000027095

Dear Ms. Payne:

Pursuant to your conversation with Margo Valenti, a Paralegal with the law firm of Foley & Lardner LLP, enclosed please find the following documents for filing with the Florida Secretary of State:

1. Articles of Dissolution for Banks.com, Inc.;
2. Articles of Amendment to InterSearch Group, Inc.; and
3. Consent to Use of Name executed by Banks.com, Inc.

As you will recall from your conversations with Ms. Valenti, this name change is a little different due to the use of the word "banks". Florida law requires a corporation to obtain clearance through the Office of Financial Regulation (the "Office") prior to filing Articles of Incorporation with the Secretary of State when using words such as bank, banks, etc. in the name of the corporation. Final approval for use of the name was granted by the Office on September 19, 2007.

According to Barbara King, Administrative Assistant with the Office, and the person responsible for handling such matters, no further action is necessary. Ms. King stated that once approval is granted for the use of a particular name, the Office is no longer involved. I have enclosed a copy of the letter addressed to InterSearch Group, Inc. granting us approval to use the name as a matter of convenience. Ms. Valenti also had a chance to speak with Ms. King again today and she reconfirmed that no additional action is required.

InterSearch Group, Inc.

Due to the nature of the filing, and the timing issues involved with InterSearch Group, Inc. being a publicly held company, you have asked us to send the documents directly to your attention. In addition, I have also enclosed a check in the amount of \$70.00 to cover the cost of filing the Articles of Dissolution (\$35.00) and the filing of the Articles of Amendment (\$35.00).

If you have any questions, or need additional information with regard to the above referenced filings, please contact Ms. Valenti directly at 813-225-4110. Ms. Valenti is very familiar with the situation and will certainly be of help in the event any problems should arise.

Thank you for your assistance with this matter.

Sincerely,



Jennifer F. Drimmer
Director – Legal Affairs

Enclosures



OFFICE OF FINANCIAL REGULATION

DON B. SAXON
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

September 19, 2007

Mr. Daniel M. O'Donnell
President/CEO
Chairman of the Board of Directors
InterSearch Group, Inc.
222 Kearny Street, Suite 500
San Francisco, California 94108

Dear Mr. O'Donnell:

Re: Banks.com, Inc.

Thank you for your recent letter requesting approval of the above referenced name.

Based on representations in your August 31 letter, the Office does not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. The company may not transact commercial banking business and may not advertise, solicit or otherwise market such services to the general public in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State
Edward W. Dougherty, Esquire, Igler & Dougherty, PA
Bruce E. Kuhse, Chief Counsel

BANKS.COM, INC.

CONSENT TO USE OF NAME

TO: State of Florida
Secretary of State

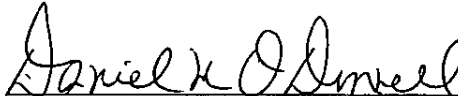
Re: Banks.com, Inc.
Document Number: P07000105256

To Whom It May Concern:

Please be advised that the President of the undersigned, Banks.com, Inc. (the "Company") a Florida corporation, and a wholly owned subsidiary of InterSearch Group, Inc. (the "Parent"), hereby consents to the use of the name "Banks.com, Inc." by the Parent under Document Number P94000027095 in the State of Florida, effective as of the date hereof.

We are voluntarily dissolving the Company and do not intend to apply for reinstatement.

Dated: 11/26, 2007.

By: 
Daniel M. O'Donnell, President

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERSEARCH GROUP, INC.**

DOCUMENT NUMBER: P94000027095

Pursuant to section 607.1003 of the Florida Business Corporation Act (the FBCA") InterSearch Group, Inc., a Florida corporation (the "Corporation") hereby certifies that:

FIRST: The name of the Corporation is InterSearch Group, Inc.

SECOND: The Amended and Restated Articles of Incorporation are amended as follows:

I. Article I is hereby amended and restated to read in its entirety as follows:

I.
Name

The name of the Corporation is **Banks.com, Inc.**

THIRD: The foregoing amendment to the Amended and Restated Articles of Incorporation of the Corporation was adopted and approved by the Board of Directors and by the Shareholders of the Corporation, in accordance with section 607.1003 of the FBCA, on the date hereof. The number of votes cast for the amendments were sufficient for approval.

The foregoing Articles of Amendment to the Corporations Amended and Restated Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Amended and Restated Articles of Incorporation with the Florida Department of State.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

The undersigned officer of the Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 26th day of November, 2007.

INTERSEARCH GROUP, INC.

By: Daniel M O'Donnell

Name: Daniel M. O'Donnell

Title: President and Chief Executive Officer