

To: FL Dept. of State
Subject: 001812.98060

From: Katie Wonsch

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Division of Corporations

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BANKS.COM, INC.

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**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BANKS.COM, INC.
DOCUMENT NUMBER P94000027095**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (hereinafter, the "FBCA"), this Florida Profit Corporation, Banks.com, Inc. (the "Corporation"), adopts the following amendments to its Amended and Restated Articles of Incorporation:

FIRST: This Corporation is named Banks.com, Inc. The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida and became effective on April 7, 1994, under the name Economic & Investment Technologies, Inc. Amended and Restated Articles of Incorporation were filed and became effective on December 9, 2004. Articles of Amendment to the Amended and Restated Articles of Incorporation were filed and became effective on February 9, 2005, September 26, 2005, October 24, 2005, November 26, 2007, and January 6, 2009.

SECOND: Pursuant to the authority of the Board of Directors of the Corporation pursuant to its Amended and Restated Articles of Incorporation, as amended, and Section 607.0602 of the FBCA, the Board of Directors of the Corporation, by resolutions duly adopted as of December 23, 2008: (i) designated a series of Preferred Stock, par value \$0.001 per share (the "Preferred Stock"), of the Corporation, to be designated "Series C Preferred Stock," consisting of 3,000,000 shares of the authorized but unissued Preferred Stock (the "Series C Preferred"), (ii) authorized the issuance of a maximum of 3,000,000 shares of Series C Preferred, and (iii) set the rights, preferences, limitations, and other terms and conditions of the Series C Preferred.

THIRD: Paragraph 5, with respect to Voting Rights of the Series C Preferred, is hereby amended and restated in its entirety to read as follows:

"5. Voting Rights. The holder of each share of Series C Preferred Stock shall be entitled to one vote per share, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the Bylaws of this Corporation and shall vote together with the Common Stock with respect to any question upon which holders of Common Stock have the right to vote, except (i) holders of Series C Preferred Stock as a separate class shall be entitled to elect one (1) member of the Board of Directors of the Corporation) (but only if Daniel M. O'Donnell is not then serving in the position of director of the Company or its Chief Executive Officer), (ii) as provided in Section 6 hereof and (iii) as required by the FBCA or any other law."

FOURTH: Subparagraph (f) of paragraph 6, with respect to Protective Provisions, is hereby deleted in its entirety.

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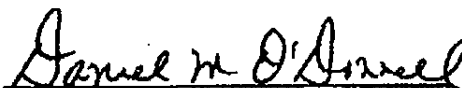
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FIFTH: The amendments were adopted by the Board of Directors as of December 23, 2008 without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of January 8, 2009.



Daniel M. O'Donnell
President and Chief Executive Officer