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P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 12/21/99 11:00

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99 DEC 21 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED COPY

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X FILING Amendment

1.) TV Travel - com, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

500003076895-1
-12/21/99-01069-022
*****35.00 *****35.00

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

N.C.
G. COULLETTE DEC 22 1999

5.)
(CORPORATE NAME & DOCUMENT #)

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DEF. CLERK OF COURTS
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TVTRAVEL.COM, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, tvtravel.com, Inc. (a Florida profit corporation) adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article I is amended to read in its entirety as follows:

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is emailthatpays.com, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: December 21, 1999.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders though voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

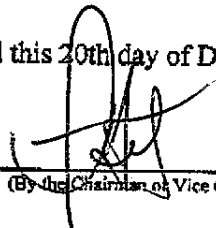
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

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- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of December, 1999.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Daniel Hunter

Typed or printed name

Chief Executive Officer

Title