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GREENBERG & VAZQUEZ

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William M. Vazquez*

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*Admitted in Florida and New York

April 11, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Att.: Amendment Section

Via: Federal Express

Re: Checknet Corporation

500002142545--4
-04/14/97--01150--016
*****87.50 *****87.50

Dear sir or madam:

Enclosed is a Certificate Of Amendment Of Articles Of Incorporation Of Checknet Merger Corp. changing the corporate name to Checknet Corporation, and this firm's check in the amount of \$87.50.

Please file the Certificate Of Amendment and return a certified copy in the enclosed envelope.

Thank you for your cooperation.

Very truly yours,

GREENBERG & VAZQUEZ

Jeffrey L. Greenberg

FILED
SECRETARY OF
DIVISION OF CORP
97 APR 14 PM 12

JLG/

Enclosures

cc: Harold L. Schwartz, Jr.
Irving Bass
Ronald Kisner, Esquire
John Gaioni, Esquire

APR 17 1997

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CHECKNET MERGER CORP.

FILED
SECRETARY OF
DIVISION OF CORP.
97 APR 14 PM 12

The undersigned, being the Chairman of the Board and the Secretary, respectively of CHECKNET MERGER CORP., do hereby certify and set forth:

1. The name of the corporation is CHECKNET MERGER CORP.
2. The articles of incorporation of CHECKNET MERGER CORP. were filed by the Secretary of State on the 25th day of November 1996, effective November 22, 1996.
3. Article First of the articles of incorporation which sets forth the registered office and agent of the corporation, is hereby amended to read as follows:

FIRST: The name of the corporation (hereinafter called the "Corporation") is CHECKNET CORPORATION.
4. This amendment to the articles of incorporation of CHECKNET MERGER CORP. was authorized by the board of directors of the corporation and approved by the holders of all outstanding shares of the Corporation entitled to vote thereon by unanimous written consent as of the 21st day of March 1997.

IN WITNESS WHEREOF, the undersigned have executed and signed
this certificate this 11 ^{April} day of ~~March~~ 1997.

HL SCHWARTZ
HAROLD L. SCHWARTZ, JR.,
Chairman of the Board

Christine Temple, Secretary
CHRISTINE TEMPLE, Secretary

STATE OF FLORIDA)
 SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared,
HAROLD L. SCHWARTZ, JR., to me known to be the person described
in and who executed the foregoing Certificate of Amendment of
Articles of Incorporation, who, after being duly sworn under
oath, acknowledged before me that said person executed the same
as the Chairman of the Board of Checknet Marger Corp. for the
purpose therein expressed.

WITNESS, my hand and official seal in the State and County
aforesaid, this 11 ^{April} day of ~~March~~ 1997.

CHECKNER.CER

Jeffrey L. Greenberg
Notary Public



JEFFREY L. GREENBERG
MY COMMISSION # CC300971 EXPIRES
July 11, 1997
BONDED THRU TROY FAY INSURANCE, LLC.