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March 29, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

100002825021--4
-03/31/99-01039-018
*****35.00 *****35.00

Re: Oaklawn Asset Management, Inc.

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Amendment to the Articles of Incorporation and Written Consent in Lieu of Special Meeting of Directors relative to the above cited company together with our check in the amount of \$35.00 for the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,


Alexander Reus

Enclosures as stated
AR/ng

AMEND. + I.C.
4-6-99
CC

FILED
199 MAR 31 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Oaklawn Asset Management, Inc.

Pursuant to the provisions of section 607.1005 and 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments(s) adopted:

Resolved that Article I of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

Article I.

Name

The name of the corporation shall be:

Impulse Marketing Technologies, Inc.

The principal place of business of this corporation initially shall be 80 SW Eighth Street, Suite 2048, Miami, FL 33131.

SECOND: The date of the amendment's adoption is January 1, 1999

THIRD: Adoption of Amendments(s) (check one)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. (F.S. 607.1005).

Signed this 1st day of January, 1999.

Impulse Marketing Technologies, Inc.

✗ By:  _____

Javier Hernandez _____

President/Director _____

FILED
199 MAR 31 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WRITTEN CONSENT IN LIEU OF
SPECIAL MEETING OF DIRECTORS OF
OAKLAWN ASSET MANAGEMENT, INC.**

The undersigned, being all the Directors of OAKLAWN ASSET MANAGEMENT, INC., a Florida corporation (the "*Corporation*"), hereby consent to the adoption of the following preamble and resolutions and to the taking of the following action by unanimous written consent in lieu of a Special Meeting of Directors, pursuant to Section 607.0821 of the Florida Business Corporation Act, hereby waiving all notice of time, place and objects of same.

The undersigned Directors adopt this Unanimous Written Consent in lieu of Special Meeting of Directors, and consent to, approve, adopt, appoint and/or ratify the following:

WHEREAS, the Corporation was formed and incorporated on December 27, 1996; and

WHEREAS, the Corporation intends to change its name to "Impulse Marketing Technologies, Inc."; and

NOW, THEREFORE, be it and it hereby is

RESOLVED, that Resolved that Article I of the Articles of Incorporation be, and the same hereby is, deleted in its entirety and the following be, and hereby is, adopted in substitution therefor:

Article I.

Name

The name of the corporation shall be:

Impulse Marketing Technologies, Inc.

The principal place of business of this corporation initially shall be 80 SW Eighth Street, Suite 2048, Miami, FL 33131.

FURTHER RESOLVED, that any Director of the Corporation be, and hereby is, authorized and directed to sign the Articles of Amendment attached hereto as Exhibit "A" for and on behalf of the Corporation, and to take any and all actions that may be necessary to fully effect the above-contemplated name change of the Corporation.

FURTHER RESOLVED, that any officer of the Corporation be and he hereby is authorized for and on behalf of the Corporation, to make, execute, deliver, modify or amend in whole or in part, as reasonably may be required under the

circumstances, the Employment Termination Agreement and such other documents and instruments that such officer considers appropriate in such officer's sole discretion to consummate the action contemplated in the foregoing resolutions or that otherwise may be required in connection therewith; and

FURTHER RESOLVED, that such execution and delivery or performance shall constitute conclusive evidence of such officer's authority to so act, and that all of said documents and instruments executed and delivered as aforesaid shall be and constitute the acts and obligations of the Corporation, the Corporation hereby ratifying and confirming the acts of such Officer executing and delivering all of such documents and instruments and modifications and revocations of same.

This Written Consent may be executed by the Directors in several counterparts, including facsimile counterparts, and all such counterparts so executed shall constitute but one and the same Written Consent, notwithstanding that all of the Directors have not signed the original Written Consent and have not signed the same counterpart.



Javier Hernandez, Director/President

Date: March 1, 1999