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May 10, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen/Ladies:

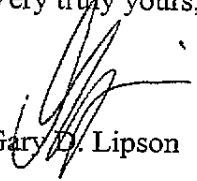
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*****43.75 *****43.75

Enclosed please find two executed copies of the Articles of Amendment to Articles of Incorporation of Traffic Engine.com, Inc., as well as a check in the amount of \$43.75.

Please file the enclosed Articles of Amendment as soon as possible and forward a copy of the certified Articles of Amendment to me at the address set forth above.

Your cooperation is greatly appreciated. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Gary D. Lipson

GDL\sl
Enclosures

FILED
01 MAY 11 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C
T BROWN MAY 18 2001

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FAX COVER SHEET

TO: Teresa Brown
Fax: 850-487-6897

FROM: Gary D. Lipson, Ext. 290

DATE: May 18, 2001

NUMBER OF PAGES: 2 (including this cover sheet)

MESSAGE: Attached is the document you requested. Thank you for your help. Please call if I can be of any assistance.

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

**FILED
01 MAY 11 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, TrafficEngine.com, Inc., a Florida corporation, does hereby amend its Articles of Incorporation.

1. The name of the corporation whose Articles of Incorporation are being amended by these Articles of Amendment is TrafficEngine.com, Inc., a Florida corporation.

2. Article I of the Articles of Incorporation of TrafficEngine.com, Inc., a Florida corporation, is hereby deleted in its entirety, and the following Article I is hereby inserted in its place:

**"ARTICLE I
CORPORATE NAME**

The name of this corporation is: Traffic Engine Holdings, Inc.

3. The amendment to the Articles of Incorporation of TrafficEngine.com, Inc., a Florida corporation, set forth in paragraph 2 above was duly adopted by the sole director of the corporation as of March 29, 2001 and by the shareholders of the corporation as of March 29, 2001.

4. The only voting group entitled to vote on the amendment to the Articles of Incorporation of TrafficEngine.com, Inc., a Florida corporation, set forth in paragraph 2 above was the holders of shares of Common Stock of the corporation. The number of votes cast in favor of such amendment by the members of such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the corporation, by and through its undersigned officer thereunto duly authorized, has executed these Articles of Amendment on the 8th day of May, 2001.

TRAFFICENGINE.COM, INC.

By _____

David A. Gust, President