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LAW OFFICE
EDWARD R. ALEXANDER, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW
ADMITTED TO THE BARS OF FLORIDA AND NEW YORK

7491 CONROY-WINDERMERE ROAD, SUITE I
ORLANDO, FLORIDA 32835

TELEPHONE: (407) 295-3858
FACSIMILE: (407) 295-8376

August 12, 1997

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

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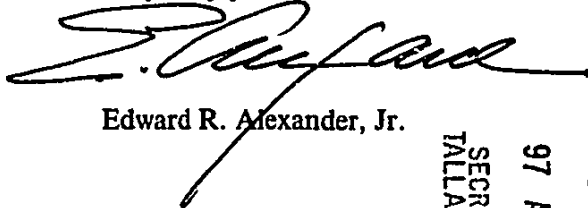
RE: Articles of Amendment to Articles of Incorporation of INTELLIPAY, INC.

Dear Sir/Madam:

Enclosed please find a check in the amount of \$35.00, to cover the filing fee for the articles of amendment for the above-referenced corporation together with two copies of the articles of amendment.

Please file the articles and forward a stamped copy of the articles to the above address.
Thank you in advance for your assistance with this matter.

Very truly yours,



Edward R. Alexander, Jr.

Enclosure
ERA/kl

FILED
97 AUG 15 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See
8/22

N/C Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTELLIPAY, INC.

FILED
97 AUG 15 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTELLIPAY, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation and the shareholders of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on August 12, 1997, adopted an amendment to Article I of the Articles of Incorporation of the Corporation. Article I is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE I - Name

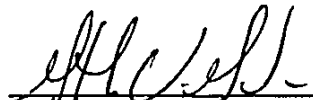
The name of this Corporation shall be:

COMMERCE PAYMENT SYSTEMS CORPORATION

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval, and the Corporation's shareholders are not divided into different voting groups.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 12 day of August, 1997.



Garth Van Gorder, President