Department of State **Division of Corporations** Post Office Box 6327 Tallahassee, FL 32314

Re: SPY SOFTWARE, INC.

Dear Sir or Madam:

The enclosed "Articles of Amendment" and check are submitted to change the name to the above referenced corporation.

Please return all correspondence concerning this matter to the following:

Triple Check Income Tax Service, Inc. 320 Osceola Avenue Jacksonville Beach, FL 32250

-01/22/98--01091--008 *****35.00 *****35.00

Sincerely,

Heather N. Copeland

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 26, 1998

HEATHER N. COPELAND TRIPLE CHECK INCOME TAX SERVICE, INC. 320 OSCEOLA AVENUE JACKSONVILLE BEACH, FL 32250

SUBJECT: GAME SPY, INC. Ref. Number: P98000000195

We have received your document for GAME SPY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 898A00004186

ARTICLES OF AMENDMENT

OF

GAME SPY, INC.

ARTICLE I - NAME

The name of the corporation is:

GAME SPY, INC.



Pursuant to the Florida General Corporation Act, Chapter 607 of the Florida Statutes, specifically paragraph 607.1006, the aforementioned corporation desires to amend its original Articles of Incorporation to change its name.

ARTICLE III - NEW NAME

The new name of the corporation shall be:

SPY SOFTWARE, INC.

ARTICLE IV - AUTHORITY

This amendment was adopted by the provisions of the original Articles of Incorporation wherein said amendment has been approved by the undersigned Director as proposed by the stockholder at a stockholder meeting on January 5, 1998. The three votes cast for the amendment by the shareholders was sufficient for approval.

ARTICLE V - EFFECTIVE DATE

The effective date of the amendment shall be January 13, 1998.

Joe E. Powell

President/Director