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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

GLACIER CONSULTING, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
GLACIER CONSULTING, INC.**

In accordance with Section 607.1006, Florida Statutes, the undersigned being the President of Glacier Consulting, Inc., a Florida corporation (the "Corporation") does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation.

1. Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article I shall be as follows:

Article I.

The name of this Corporation shall be:

VPManager.com, Inc.

2. The foregoing amendment was adopted on October 25, 1999.

3. The foregoing amendment was approved pursuant to Section 607.0821, Florida Statutes, by the written consent of all of the directors of the Corporation. The approval of the Shareholders of the Corporation is not required.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 25th day of October, 1999, to be effective in all respects when filed with the Florida Secretary of State.

GLACIER CONSULTING, INC.

By: 

M. William Carbrey, President

Attest: 

John McDaniel, Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**DIRECTORS' CONSENT RESOLUTION**

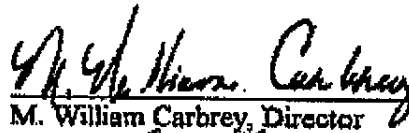
**OF**

**GLACIER CONSULTING, INC.**

The undersigned, being all of the sole directors of Glacier Consulting, Inc., a Florida corporation (the "Corporation"), do hereby adopt by consent the following resolution:

**RESOLVED**, that the President and Secretary of the Corporation are authorized to file all paperwork necessary with the Florida Secretary of State, Division of Corporations, to change the name of the Corporation from Glacier Consulting, Inc. to VPManger.com, Inc..

Dated: October 25, 1999.

  
M. William Carbrey, Director

  
Robert R. Carbrey, Director

  
John McDaniel, Director

COPIES OF THIS RESOLUTION