

P98000043679



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 609093 *Patricia 7161648*

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : March 2, 2000

ORDER TIME : 10:07 AM

700003154637--0

ORDER NO. : 609093-005

CUSTOMER NO: 7161648

CUSTOMER: Mary Beth Neradka, Legal Asst
Greenberg Traurig, P.a.
1750 Tysons Blvd.
12th Floor
Mc Lean, VA 22102

DOMESTIC AMENDMENT FILING

NAME: POPSPACE CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

RECEIVED
00 MAR -2 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**THIRD AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
POPSPACE CORP.**

(Formerly known as TELE 1st, Inc., formerly known as Maximine, Inc.)

The undersigned as Sole Director and Sole Shareholder of PopSpace Corp. (the "Corporation"), pursuant to Florida Chapter 607.1006, hereby files this Third Amendment to the Articles of Incorporation for the purpose of amending Article IV to the Corporation's Articles of Incorporation, as amended on October 2, 1998 and May 26, 1999. The undersigned further sets forth the following:

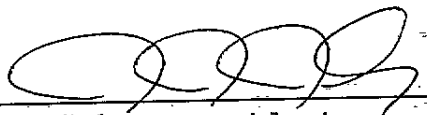
1. The Sole Director and Sole Shareholder of the Corporation is Jason P. Judge.
2. The Amendment adopted February 28, 2000 is as follows:

**"ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue one million (1,000,000) shares of capital stock, par value \$0.01 per share.

3. This Amendment to the Articles of Incorporation was adopted and approved by the Sole Director and Sole Shareholder this 28th day of February, 2000.

IN WITNESS WHEREOF, I have hereunto made and subscribed this Amendment to the Articles of Incorporation effective this 28th day of February, 2000.



Jason P. Judge, President
Sole Director and Sole Shareholder
PopSpace Corp.