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March 10, 1999

STUART 561-23-9999

FORT PIERCE 561-68-0011

STUART 561-23-9008

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Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation for SHOPPERSGUIDE.NET, INC.

Dear Sir or Madam:

The enclosed Amendment to the Articles of Incorporation of SHOPPERSGUIDE.NET, INC. and Written Consent of Directors and Shareholders of SHOPPERSGUIDE.NET, INC. in Lieu of a Special Meeting and check are submitted to change the name, registered office, and registered agent of the above referenced Florida Corporation.

Please return all correspondence concerning this matter to the following:

N. Dean Kohl, Jr.
KOHL & SPOTTS, P.A.
50 SE Kindred Street, Suite 107
Stuart, FL 34994

100002804081--3
-03/12/99--01055--014
*****35.00 *****35.00

Enclosed is a check for \$35 payable to the Florida Department of State to cover the filing fee. Please do not hesitate to call if you have any questions or require assistance.

Thank you in advance for your prompt attention.

Sincerely,



T.J. Heinemann, Esq.

/tjh
Enclosures

FILED
99 MAR 12 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000074384
APR 8 11:12 AM '99
OK

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SHOPPERSGUIDE.NET, INC.**

I

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on August 25th, 1998, and assigned Document Number P98000074384, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on this 10th day of March, 1999, as follows:

II

ARTICLE I is hereby amended to read as follows:

The name of this corporation is ShopperGuideFL.Net, Inc.

III

ARTICLE IV is hereby amended to read as follows:

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 50 SE KINDRED STREET, SUITE 107, STUART, FL 34994, and the name of the registered agent of this corporation at that address is N. DEAN KOHL, JR.

IV

As there presently exists only two (2) shareholders of the issued and outstanding shares of the Corporation, the Corporation shall exchange the certificates of the said shareholders for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to be cancelled.

V

This Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 10th day of March, 1999.

FILED
MAR 12 PM 2:25
CLERK OF THE
DEPARTMENT OF
STATE, FLORIDA

The undersigned, being the President and Secretary of SHOPPERSGUIDE.NET, INC. hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on the 10th day of March, 1999.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation this 10th day of March, 1999.

ATTEST:

By: Michael F.L. Apap, President
Michael F.L. Apap, President

By: Georgia Binderow, Secretary
Georgia Binderow, Secretary

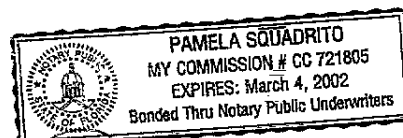
Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and am familiar with and accept the obligation of my position as registered agent.

By: N. Dean Kohl, Jr.
N. Dean Kohl, Jr.

FILED
MAR 12 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 10th day of March, 1999, by Michael F.L. Apap, President and Georgia Binderow, Secretary, of SHOPPERSGUIDE.NET, INC. on behalf of the Corporation, who [☒] are personally known to me or [☐] have produced a driver's license as identification



Notary Public, State of Florida

**WRITTEN CONSENT OF THE DIRECTORS
AND SHAREHOLDERS OF
SHOPPERSGUIDE.NET, INC.
IN LIEU OF A SPECIAL MEETING**

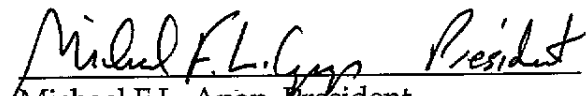
The undersigned, being all of the directors and shareholders of SHOPPERSGUIDE.NET, INC. in accordance with §§607.0821 and 607.0704 of the Florida General Corporation Act, as of the 10th day of March, 1999, do hereby waive the necessity of a meeting and do hereby consent in writing to the adoption of the following resolutions:

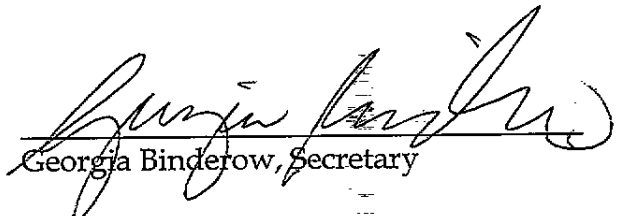
WHEREAS, it is in the best interests of the Corporation to change its name to ShopperGuideFL.Net, Inc.;

WHEREAS, it is in the best interests of the Corporation to change its registered agent and registered office, now, therefore, it is

RESOLVED, that the name of the Corporation shall be changed to ShopperGuideFL.Net, Inc., that the President and Secretary of the Corporation are hereby instructed to file with the Secretary of State of Florida an Amendment to the Articles of Incorporation in the form attached to these minutes, that the President and Secretary of the Corporation shall issue new stock certificates in accordance with the attached Amendment to the Articles of Incorporation, and that the President and Secretary of the Corporation are authorized to take such further actions as may be reasonably necessary to effectuate the intent of these resolutions; and

RESOLVED, that the registered agent of the Corporation is N. DEAN KOHL, JR., and the registered office of the Corporation is 50 SE Kindred Street, Suite 107, Stuart, Florida 34994.


Michael F.L. Apap, President


Georgia Binderow, Secretary