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P98000074384

October 20, 1999

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-10/22/99--01084--002  
\*\*\*\*\*44.75 \*\*\*\*\*43.75

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Third Amendment to the Articles of Incorporation of  
ShopperguideFL.Net, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Third Amendment to the Articles of Incorporation for ShopperguideFL.Net, Inc., and a check for \$43.75 payable to the Department of State.

Upon receipt, please forward the date stamped copy directly to our office via the Federal Express package provided for your convenience.

If you have any questions, please feel free to contact my office at the above address and telephone number.

Very truly yours,

KOHL & SPOTTS, P.A.



Maria N. Lecanu, Paralegal

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 12 PM 2:02

Amend  
LFS 11-16-99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 NOV 12 PM 2:02

THIRD AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF SHOPPERGUIDE.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 25, 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 3rd day of September, 1999, as follows:

II

The Articles of Incorporation for ShopperGuide.Net, Inc. are hereby amended to add an Article IX as follows:

ARTICLE IX  
SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

III

The Articles of Incorporation for ShopperGuide.Net, Inc. are hereby amended to

add an Article X as follows:

**ARTICLE X**  
**COMMON DIRECTOR**  
**TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

**IV**

This Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 3rd day of September, 1999.

**V**

The undersigned, being the President and Secretary of SHOPPERGUIDE.NET, INC., hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on this 3rd day of September, 1999.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the

Corporation on 3rd day of September, 1999.

ATTEST:

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

By: Georgia Binderow  
Georgia Binderow, Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 3rd day of September, 1999, by Michael F. L. Apap, President and Georgia Binderow, Secretary, of SHOPPERGUIDE.NET, INC. on behalf of the corporation, who is personally known to me.

(seal)



[Signature]  
Notary Public  
State of Florida at Large