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Division of Corporations

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To: Division of Corporations
Fax Number : (850)922-4000

From: Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305)579-0300
Fax Number : (305)579-0321

BASIC AMENDMENT

FANLINK, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -6 PM 12:28

FILED

Name Change

Amendment

5-6-99

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FANLINK, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Fanlink, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Fanlink, Inc.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by amending ARTICLE I and ARTICLE III, in their entirety thereof, to read as follows:

ARTICLE I

Name

The name of the corporation is:

Fanlink.com, Inc.

ARTICLE III

Authorized Shares

(1) **Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 25,000,000, consisting of 20,000,000 shares of Common Stock, \$.01 par value per share, and 5,000,000 shares of Preferred Stock, \$.01 par value per share.

(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock.

Prepared by:
John S. Fletcher, Esq.
Morgan, Lewis & Bockius LLP
200 S. Biscayne Blvd., Suite 5300
Miami, Florida 33131
(305) 579-0300
Florida Bar # 0435104

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Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of the Preferred Stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) **Preferred Stock.** Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to any relative rights and preferences, as to which there may be variations fixed and determined by the board of directors between different series including, without limitation, the following:

- (a) Special, unconditional or limited voting rights or no right to vote.
- (b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any series of Preferred Stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated series of Preferred Stock, (i) increase the number of shares of any such previously-designated series or (ii) establish a new series of Preferred Stock and fix and determine rights and preferences for such new series which rank pari passu with, or are prior and superior to, any of the rights and preferences of any such previously-designated series.

(4) **No Preemptive Rights.** No holder of Common Stock or Preferred Stock of the corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of Common Stock or Preferred Stock of the corporation, whether now or hereafter authorized, or any

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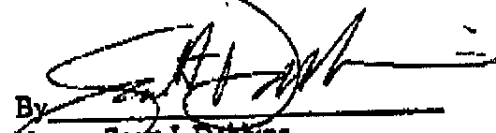
obligations convertible into shares of Common Stock or Preferred Stock of the corporation, all preemptive and preferential rights being expressly denied.

3. The date of adoption of the amendment by the shareholders of the corporation was May 5, 1999.

4. The number of votes cast for the amendment by the shareholders of the corporation was sufficient for approval.

Dated: May 5, 1999.

FANLINK, INC.

By 
Name: Scott J. Dobbins
Title: President

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