

P99000048283



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99 AUG 10 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 335988 4303929
AUTHORIZATION : *Patricia Pignato*
COST LIMIT : \$ 43.75

ORDER DATE : August 10, 1999

ORDER TIME : 10:07 AM

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ORDER NO. : 335988-005

CUSTOMER NO: 4303929

CUSTOMER: Nazanin Tajbakhsh, Legal Asst
Greenberg Traurig
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: TELEFONICA INTERACTIVA USA,
INC.

EFFECTIVE DATE:

C. COULLIETTE AUG 10 1999

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
99 AUG 10 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TELEFONICA INTERACTIVA USA, INC.**

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Pursuant to the provisions of Section 607.1005 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is TELEFONICA INTERACTIVA USA, INC. (the "Corporation"), Charter #P99000048283.

2. Given that the Corporation has not yet issued any shares, the following Amendment to the Articles of Incorporation was adopted by the written consent of the Sole Incorporator of the Corporation dated as of July 30, 1999, pursuant to the authority contained in Section 607.1005 of the Act.

3. Article VI of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article VI, as follows:

"ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors is one (1), and the name of the member of the Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Alfredo Jesus Villalobos Quintana
c/o Telefonica Internacional USA, Inc.
1001 Brickell Bay Drive
Suite 3200
Miami, FL 33131

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of TELEFONICA INTERACTIVA USA, INC. as of this 30 day of July, 1999.

TELEFONICA INTERACTIVA USA, INC.
a Florida corporation

By: *P. M. Cambo*

Patricia Menendez Cambo

Title: Sole Incorporator