

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P99000048283

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 12/13/99

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-12/13/99--01066--001
*****35.00 *****35.00

REF. #: 01SD. 9503

CORP. NAME: Telefonica Interactive USA, Inc.

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

FILED
99 DEC 13 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 6082 FOR \$ 35.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED
99 DEC 13 AM 10:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials _____

N.C.
C. COULLETTE DEC 13 1999

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

**FILED
99 DEC 13 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1006 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").

2. The following Amendment to the Articles of Incorporation was adopted by the unanimous written consent of the Directors of the Corporation and the Shareholders of the Corporation, the number of votes cast being sufficient for approval, as of December 31, 1999 in the manner prescribed by Section 607.1003 of the Act.

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

"ARTICLE I

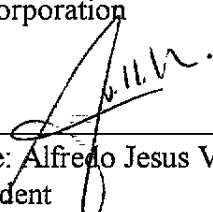
The name of the corporation is "TERRA NETWORKS USA, INC."

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 10 day of December, 1999.

TELEFONICA INTERACTIVA USA, INC.,
a Florida corporation

By: 
Print Name: Alfredo Jesus Villalobos Quintana
Title: President