

LAW OFFICES  
**SIMON, SCHINDLER & SANDBERG**

A PROFESSIONAL ASSOCIATION  
2650 BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33137-4590

TOBIAS SIMON (1929 - 1982)  
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RAYMOND K. STEELE \*

TELEPHONE (305) 576 - 1300  
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TELECOPIER (305) 576 - 3560\*

+ OF COUNSEL

**P99000053763**  
July 21, 1999

900002938539--1  
-07/22/99-01055-007  
\*\*\*\*\*96.25 \*\*\*\*\*52.50

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: MTDE, Inc.  
Our File No. 5557

Dear Sir or Madam:

Enclosed for filing with your office is an original and one (1) copy of the **Articles of Amendment to the Articles of Incorporation of MTDE, INC.**, a Florida corporation, changing the name of the corporation to **ItPays You, Inc.**

A check in the amount of **\$96.25**, payable to the Secretary of State is enclosed representing payment as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Certificate of Status	8.75
<b>TOTAL</b>	<b>\$96.25</b>

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 22 PM12: 52

*Name Change*  
*HFS*

*5/24*

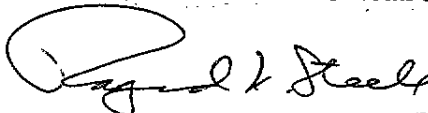
LAW OFFICES  
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A PROFESSIONAL ASSOCIATION

Division of Corporations  
July 21, 1999  
Page 2

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After filing, please mail to me a certified copy of the filed documents along with a certificate of status of the corporation. Thank you.

Sincerely,  
**Simon, Schindler & Sandberg, P.A.**



Raymond K. Steele, Esq.  
For the Firm

RKS  
Enclosures

\\Simon\sys\OFFICE\CASES\IGHALTCH\NTPAYSUITPAYSNA.WPD



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 29, 1999

Raymond K. Steele, Esquire  
% Simon, Schindler & Sandberg  
2650 Biscayne Blvd.  
Miami, FL 33137-4590

SUBJECT: MTDE, INC.  
Ref. Number: P99000053763

We have received your document for MTDE, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 899A00038800

**ITPAYSYOU.COM, INC.**

6600 NW 16 ST. SUITE #10  
PLANTATION FL 33313

FAX 954-791-9302

954-791-0233

May 18, 2000

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
POST OFFICE BOX 6327  
TALLAHASSEE, FL 32314

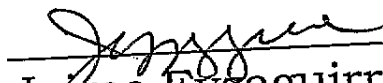
ATTN: LOUISE FLEMMING JACKSON

RE: LETTER #899A00038800

DEAR MADAM,

Find attached original document in which shows  
that "no share holders action was required" and was  
signed by a director.

Your cooperation is appreciated

  
Jaime Eyzaguirre

FI:200005181

RECEIVED  
00 MAY 22 AM 9:44  
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
MTDE, INC., a Florida corporation**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAY 22 PM 12: 53

TO: Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Pursuant to the applicable provisions of Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, which the corporation is hereby filing as required by law:

1. The name of the corporation presently is: **MTDE, INC.**
2. The following Amendment to Article I of the Articles of Incorporation was adopted unanimously by all the members and directors of the corporation on July 20, 1999, in the manner prescribed by Florida Law. The amendment was adopted by the Board of Directors and shareholder action was not required. The Articles of Incorporation and By-Laws, were amended, so Article I now reads as follows:

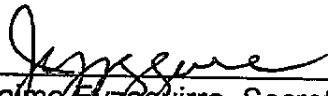
**ARTICLE I - NAME**

The name of this corporation is: **ITPAYS YOU, INC.**

Dated: July 20, 1999.

**ITPAYS YOU, INC.**

(CORPORATE SEAL)

Attest:   
Jaime Eyzaguirre, Secretary

By:   
Jaime Eyzaguirre, President

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared **JAIME EYZAGUIRRE** as President and as Secretary, personally known to me be the person described in and who executed the foregoing Amendment to the Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9<sup>th</sup> day of August, 1999.

Nancy Lauricella  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

Notary's Name Printed:

NANCY LAURICELLA 8/9/99

My Commission expires: October 12, 1999

