

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of



Bill Jones

Secretary of State

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
VENDORHUB.COM, INC.
a California Corporation**

OCT -4 1999

BILL JONES, SECRETARY OF STATE

Munjal M. Shah and Warren T. Lazarow hereby certify that:

1. They are President and Secretary, respectively, of VendorHub.com, Inc., a California corporation (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation, filed 9/28 1999 shall be amended as set forth in this Certificate of Amendment.
3. Article 1 of the Amended and Restated Articles of Incorporation is amended to read in its entirety as follows:

"1. The name of the Corporation is Andalé.com, Inc."
4. Pursuant to the Unanimous Written Consent of the Board of Directors dated September 20, 1999, this Certificate of Amendment was approved and adopted.
5. As of the record date, there were outstanding and entitled to vote with respect to the Certificate of Amendment Thirty-One Million Seven Hundred Twenty-Six Thousand Six Hundred Sixty-Seven (31,726,667) shares of Common Stock and Eighteen Million Eight Hundred Fifty Thousand One Hundred Forty-Five (18,850,145) shares of Series A Preferred Stock. To adopt the Certificate of Amendment an affirmative vote was required, and obtained from at least 50% of the outstanding shares entitled to vote.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed this 20th day of September 1999, at Palo Alto, California.



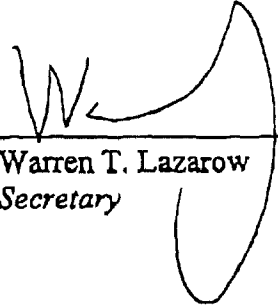
Munjal M. Shah
President

Warren T. Lazarow
Secretary

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed this 20th day of September 1999, at Palo Alto, California.

Munjal M. Shah
President


Warren T. Lazarow
Secretary

