

**SECRETARY OF STATE**

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

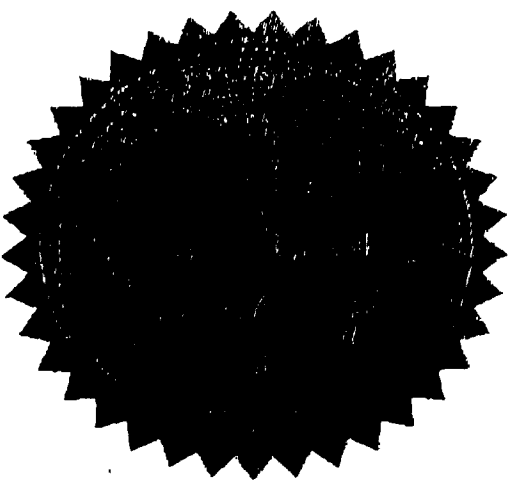
That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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

NOV 15 1999

*Bill Jones*

Secretary of State



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

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

NOV 12 1999

BILL JONES, Secretary of State

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

1. They are President and Secretary, respectively, of Andalé.com, Inc., a California corporation (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation, filed October 4, 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, Inc."
4. Pursuant to the Unanimous Written Consent of the Board of Directors dated November 4, 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, Eighteen Million Eight Hundred Fifty Thousand One Hundred Forty-Five (18,850,145) shares of Series A Preferred Stock and Fifty-Two Million Nine Hundred Forty-Four Thousand Two Hundred (52,944,200) shares of Series B 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 5 day of November 1999, at Palo Alto, California.



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Munjal M. Shah  
*President*

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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 5 day of November 1999, at Palo Alto, California.

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Munjal M. Shah  
*President*

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Warren T. Lazarow  
*Secretary*

