

**CERTIFICATE OF AMENDMENT OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
EBIZ.NET, INC.**

eBiz.net, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That by a unanimous written consent of the Board of Directors of eBiz.net, Inc., dated as of the date hereof, resolutions were duly adopted setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that, subject to the approval of the stockholders of this Corporation, the First Article of the Amended and Restated Certificate of Incorporation of this Corporation be, and it hereby is, amended in its entirety to read in full as follows:

"FIRST: The name of the corporation is Affinity Internet, Inc. (the "Corporation")."

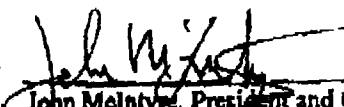
SECOND: That thereafter, pursuant to resolution of its Board of Directors, the majority stockholders of said corporation took action by executing a written consent in lieu of special meeting in accordance with Section 228 of the General Corporation Law of the State of Delaware pursuant to which a majority of the outstanding number of shares was voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, eBiz.net, Inc. has caused this certificate to be signed by John McIntyre, its President and Chief Executive Officer, this 11th day of May, 2000.

BY:


John McIntyre, President and Chief
Executive Officer

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "EBIZ.NET, INC.", CHANGING ITS NAME FROM "EBIZ.NET, INC." TO "AFFINITY INTERNET, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2000, AT 6 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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001242513

AUTHENTICATION: 0434511
DATE: 05-12-00

TRADEMARK
REEL: 002096 FRAME: 0062

State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAMARE, DO HEREBY CERTIFY THAT THE SAID "EBIZ.NET, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "AFFINITY INTERNET, INC.", THE ELEVENTH DAY OF MAY, A.D. 2000, AT 6 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3110415 8320

001242718

AUTHENTICATION: 0434636

DATE: 05-12-00

RECORDED: 05/30/2000

TRADEMARK
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