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Scott D. Minden

Name of Person Signing



Signature

8/7/00

Date Signed

A0539397

**CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VIRTUAL INTEGRATION TECHNOLOGY**

ENDORSED FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

FEB 11 2000

BILL JONES, SECRETARY OF STATE

Paul Albright hereby certifies that:

1. He is the duly elected Chief Executive Officer and Secretary of Virtual Integration Technology (the "Corporation").
2. Article I of the Amended and Restated Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

The name of this corporation is SeeCommerce.

3. The foregoing amendment to Amended and Restated of Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment to Amended and Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 5,037,276 shares of Common Stock, 3,196,226 shares of Series A Preferred Stock, 2,908,512 shares of Series B Preferred Stock, 3,747,624 shares of Series C Preferred Stock and 4,047,060 shares of Series D Preferred Stock. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the shares outstanding.

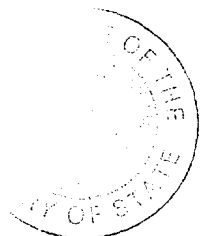
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our knowledge.

Executed at Palo Alto, California on this 31 day of January, 2000



Paul Albright, Chief Executive Officer and
Secretary

WD 122999/1-1236612/163/803465/v1
WD 012400/1-1236612/163/803465/v1
WD 012600/1-1236612/803465/v1
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