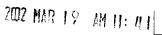
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RDI ACQUISITION CORP.", CHANGING ITS NAME FROM "RDI ACQUISITION CORP." TO "RESOURCE DATA INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF OCTOBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION: 9796561

DATE: 06-10-99

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CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

It is hereby certified that:

- 1. The name of the corporation (hereinafter called the "corporation") is RDI Acquisition Corp.
- 2. The certificate of incorporation of the corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article:

"The name of the corporation is RESOURCE DATA INTERNATIONAL, INC."

3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on October 9, 1997

Ronald McMahan, President

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 10/20/1997 971353840 - 2778304

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