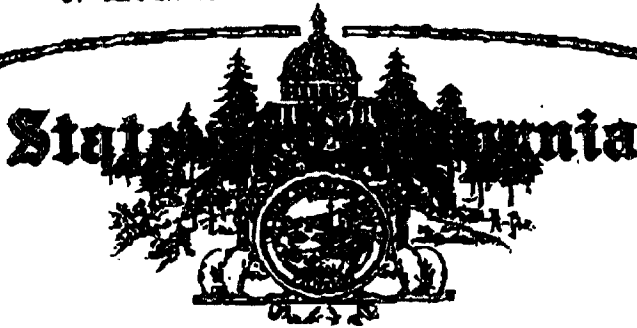




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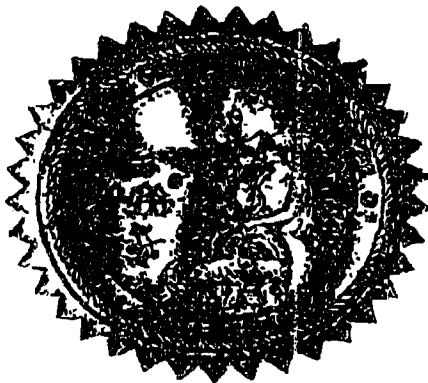
**SECRETARY OF STATE  
CERTIFICATE OF FILING**

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

That on the 5th day of April, 2002, there was filed in this office a(n)  
**CERTIFICATE OF MERGER** merging **ONE TOUCH SYSTEMS, INC.**, a  
California corporation, into **INTERACTIVE DISTANCE LEARNING, INC.**, a(n)  
Delaware corporation.

Further, that according to our records said merged California corporation has  
ceased to exist as a separate corporate entity.

IN WITNESS WHEREOF, I execute this  
certificate and affix the Great Seal  
of the State of California this day  
of April 8, 2002.



*Bill Jones*  
**BILL JONES**  
Secretary of State

**CERTIFICATE OF MERGER  
OF  
ONE TOUCH SYSTEMS, INC.  
WITH AND INTO  
INTERACTIVE DISTANCE LEARNING, INC.**

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The undersigned corporations do hereby certify:

1. The name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
One Touch Systems, Inc. ("Merging Corporation")	California
Interactive Distance Learning, Inc. ("Surviving Corporation")	Delaware

2. An Amended and Restated Agreement and Plan of Merger (the "Merger Agreement"), by and between the Merging Corporation and the Surviving Corporation (collectively, the "Constituent Corporations"), has been adopted, approved, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.
3. The name of the Surviving Corporation is Interactive Distance Learning, Inc.
4. The certificate of incorporation of the Surviving Corporation is amended and restated in its entirety, to read as set forth on Exhibit A hereto.
5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, at 40 Airport Parkway, San Jose, CA 95110.
6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.
7. The authorized capital stock of the Merging Corporation is 47,000,000 shares, consisting of 27,000,000 shares of Common Stock, par value \$.01 per share, and 20,000,000 shares of Preferred Stock, no par value, of which 10,000,000 shares are designated as Series A Convertible Preferred Stock.

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8. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of the Surviving Corporation at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name by the undersigned duly authorized officer as of this \_\_\_ day of April, 2002.

INTERACTIVE DISTANCE LEARNING, INC.

By: [Signature]  
Name: Dennis Bertken  
Title: Chief Executive Officer

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