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Conveying Party Ma  Name Vcall, Inc.	rk if additional names of conveying parties attached Execution Date Month Day Year  March 24, 1999						
Formerly	IVIAICH 24, 1999						
Individual General Partnership Lim	nited Partnership X Corporation						
Association Other							
X Citizenship/State of Incorporation/Organization Delaware							
Receiving Party  — Mark if additional names of receiving parties attached  Name Investor Broadcast Network, Inc.							
DBA/AKA/TA							
Composed of							
Address (line 2) 1617 JFK Boulevard							
Address (line 3) Philadelphia, Pennsylvania 19103  — Individual — General Partnership — Limi	ted Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic						
X_ Corporation Association	representative should be attached						
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Name	Barbara A. Friedman, Esq.					
Address (line 1)	) MORGAN, LEWIS & BOCKIUS LLP, Attn: TMSU					
Address (line 2)	) _1800 M Street, N.W.					
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		j	milma a.	February 14, 2001		
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REEL: 002243 FRAME: 0248

# 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 "VCALL, INC.", CHANGING ITS NAME FROM "VCALL, INC." TO "INVESTOR BROADCAST NETWORK, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF APRIL, A.D. 1999, AT 10:30 O'CLOCK A.M.

CALLARY S. DE.

Edward I. Freel, Secretary of State

9953596

AUTHENTICATION:

09-02-99

DATE:

TRADEMARK REEL: 002243 FRAME: 0249

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED, 10:30 AM 04/06/1999
991132928 - 2800861

#### CERTIFICATE OF AMENDMENT

OF

#### AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

### VCALL, INC.

## Pursuant to Section 242 of the Delaware General Corporation Law

VCALL, INC., a Delaware corporation, hereby certifies as follows:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation was filed in the Office of the Secretary of State of Delaware on June 3, 1998.

SECOND: The Amended and Restated Certificate of Incorporation is hereby amended by striking Article FIRST of the Amended and Restated Certificate of Incorporation in its entirety and inserting the following new Article FIRST as follows:

"FIRST. - The name of the corporation is Investor Broadcast Network, Inc. (the "Corporation")."

THIRD: This Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors and by the holders of all outstanding stock of the Corporation entitled to vote in accordance with Section 242 of the Delaware General Corporation Law.

MB2W24514.1

TRADEMARK REEL: 002243 FRAME: 0250 IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of its Amended and Restated Certificate of Incorporation to be executed on this 24th day of March, 1999.

VCALL, INC.

Name: Davids Bauman

Title: President

PHOSA/24514.1

TOTAL P.03