

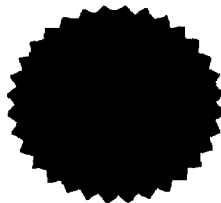
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "MINDARROW SYSTEMS, INC.", CHANGING ITS NAME FROM "MINDARROW SYSTEMS, INC." TO "AVALON DIGITAL MARKETING SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2002, AT 5 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3177295 8100

020607009

AUTHENTICATION: 2011444

DATE: 09-30-02

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REEL: 002623 FRAME: 0172

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 09/30/2002
020607009 - 3177295

**CERTIFICATE OF AMENDMENT
OF
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MINDARROW SYSTEMS, INC.**

MindArrow Systems, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law,

DOES HEREBY CERTIFY:

FIRST: That at a duly held meeting of the Board of Directors of MindArrow Systems, Inc., 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 resolutions setting forth the proposed amendment are as follows:

RESOLVED, that Article I of the Amended and Restated Certificate of Incorporation of this corporation be, and it hereby is, amended and restated to read in its entirety as follows:

"The name of the corporation is Avalon Digital Marketing Systems, Inc. (the "Corporation")."

RESOLVED, that Article IV of the Amended and Restated Certificate of Incorporation of this corporation be, and it hereby is, amended such that the following be added at the end of the first paragraph thereof:

"Upon the amendment of this Article IV as herein set forth (the "Effective Time"), every ten (10) shares of Common Stock outstanding immediately prior to the Effective Time shall be, without further action by the Corporation or any of the holders thereof, automatically combined and converted into one (1) share of Common Stock."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the Delaware General Corporation Law, at which meeting the necessary 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.

ln-595224

IN WITNESS WHEREOF, MidArrow Systems, Inc. has caused this certificate to be signed by its President this 30th day of September, 2002.

By: Robert L. Webber
Name: Robert L. Webber
Title: President

L-593224