

State of Delaware
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 "ENTERPLAY, INC.", CHANGING ITS NAME FROM "ENTERPLAY, INC." TO "SHAREWAVE, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JUNE, A.D. 1997, AT 6:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8506438

DATE: 06-11-97

PATENT
REEL: 011963 FRAME: 0833

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ENTERPLAY, INC.**

We, Bobby M. Bennett, Jr. and Geoffrey C. Bland, each hereby certify

that:

(1) They are the President and Chief Executive Officer and Secretary, respectively, of EnterPlay, Inc., a Delaware corporation (the "Corporation"), the original Certificate of Incorporation of which was filed with the Secretary of State of the State of Delaware on April 15, 1996, under the name of EnterPlay Inc. An Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on May 14, 1997.

(2) Article I of the Amended and Restated Certificate of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

"ARTICLE I

The name of the corporation is ShareWave, Inc."

Paragraph A of Article VI of the Amended and Restated Certificate of Incorporation of the Corporation is amended and restated to read in its entirety as follows:

"ARTICLE IV


A. **Classes of Stock.** This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Twenty Eight Million Six Hundred Twenty Thousand (28,620,000) shares. Twenty Five Million (25,000,000) shares shall be Common Stock with a par value of \$.001 per share and Three Million Six Hundred Twenty Thousand (3,620,000) shares shall be Preferred Stock with a par value of \$.001 per share. Upon the filing of this Certificate of Amendment of Amended and Restated Certificate of Incorporation each outstanding share of Common Stock is split up and converted into 3 shares."

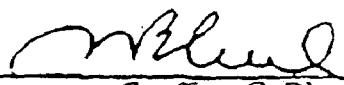
(4) This Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly adopted by the Board of Directors of this Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

(5) This Certificate of Amendment of Amended and Restated Certificate of Incorporation has been duly approved, in accordance with Section 242 of the General Corporation Law of the State of Delaware, by the written consent of the holders of a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a class, and prompt written notice of such action will be given to the holders of such shares who did not so consent, in each case in accordance with Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of
Amendment of Amended and Restated Certificate of Incorporation on this 10th day of
June, 1997.

ENTERPLAY, INC.

By: 
Bobby M. Bennett, Jr.
President and Chief Executive Officer

By: 
Geoffrey C. Bland
Secretary