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A Partnership Including
Professional Corporations
28 State Street
Boston, MA 02109-1775
617-535-4000
Facsimile 617-535-3800
www.mwe.com

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MCDERMOTT, WILL & EMERY

November 2, 2001

VIA CERTIFIED MAIL
Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 NOV -6 PM 3:15

Re: Optium Corporation (f/k/a Optium Inc.) (the "Company")

Dear Sir/Madam:

Enclosed for filing with your office, please find an originally executed Profit Corporation Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida (the "Application"), a Delaware Certificate regarding name change, and a check in the amount of \$35.00 in satisfaction of the required filing fee. The filing serves as notification of the name change of the foreign qualified Company as required by section 607.1504 or 617.1504 of the Florida Statutes.

Please acknowledge the receipt of this filing by date-stamping the enclosed copy of the Application and returning it in the self-addressed envelope provided.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me at 617-535-4156.

Best regards,



Damien C. Powell
Legal Assistant

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-11/06/01--01094--002
*****35.00 *****35.00

Enclosures

cc: Felise B. Feingold, Esq.

N/C

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED STATE
SECRETARY OF CORPORATIONS
01 NOV -6 PM 3:15

1. Optium, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. October 30, 2000
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 24, 2001

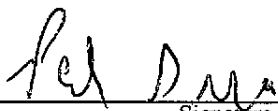
5. Optium Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction


Signature

Paul G. Suchoski, Jr.
Typed or printed name

10/25/01
Date

Chief Executive Officer/
Chairman of the Board of Directors
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "OPTIUM, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "OPTIUM CORPORATION", THE TWENTY-FOURTH DAY OF JULY, A.D. 2001, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3283255 8320

AUTHENTICATION: 1423849

010551567

DATE: 11-01-01