



## O'MELVENY & MYERS LLP

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August 30, 2001

Franchise Tax Board  
Exempt Organizations Unit  
P.O. Box 942857  
Sacramento, CA 94257-4041

OUR FILE NUMBER  
609,335-2

WRITER'S DIRECT DIAL  
310-246-6785

WRITER'S E-MAIL ADDRESS  
[lbishop@omm.com](mailto:lbishop@omm.com)

**Re: *The Museum Domain Management Association  
Exemption Application (Form 3500)  
EIN: 95-4857969; Reply Reference 755:APL:RWN***

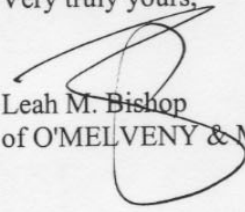
Dear Sir or Madam:

On May 24, 2001 we submitted an Exemption Application (Form 3500) and supporting documents on behalf of The Museum Domain Management Association. You acknowledged receipt on July 11, 2001 and indicated that the Form 3500 would be held pending action by the Internal Revenue Service.

Although the Internal Revenue Service has taken no action to date, we are writing to advise you that The Museum Domain Management Association recently has filed a Certificate of Amendment to its Certificate of Incorporation (the "Amendment") with the Delaware Secretary of State. A copy of the Amendment is enclosed for your records. The amendment deleted "The" from the name of the corporation, changing the name of this corporation to: **Museum Domain Management Association**. Please note this change in your records.

We will advise you promptly when we hear from the Internal Revenue Service.

Very truly yours,

  
Leah M. Bishop  
of O'MELVENY & MYERS LLP

Enclosure

cc: Mr. Steven Juarez  
Ms. Maureen Whalen (w/encl)  
Andrew Mansfield, Esq.  
Ms. Helen Bainbridge

CC1:529448.1

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 "THE MUSEUM DOMAIN MANAGEMENT ASSOCIATION", CHANGING ITS NAME FROM "THE MUSEUM DOMAIN MANAGEMENT ASSOCIATION" TO "MUSEUM DOMAIN MANAGEMENT ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2001, AT 9 O'CLOCK A.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*

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AUTHENTICATION: 1313721

DATE: 08-24-01

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
THE MUSEUM DOMAIN MANAGEMENT ASSOCIATION

THE UNDERSIGNED, for the purpose of amending the Certificate of Incorporation of a nonstock corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware hereby certifies:

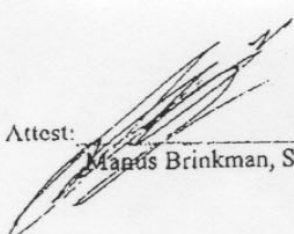
FIRST. The following amendment to the Certificate of Incorporation was adopted by the Corporation in the manner prescribed by the General Corporation Law of the State of Delaware:

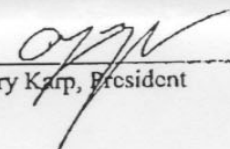
"FIRST. The name of this corporation shall be: MUSEUM DOMAIN MANAGEMENT ASSOCIATION."

SECOND. A majority of the Board of Directors of the Corporation adopted a resolution at a meeting setting forth the amendment proposed and declaring the advisability of such amendment. A majority of the Board of Directors of the Corporation voted in favor of the amendment at a meeting subsequent to adoption of the resolution, which was held pursuant to a waiver of notice.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 3rd day of July, 2001

Attest:

  
Manus Brinkman, Secretary

  
Cary Karp, President