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FILED

in the office of the Secretary of State
of the State of California

JUN 28 1994

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Tony Miller
Acting Secretary of State

DAN VAN ELDEREN and DENNIS WOOD certify that:

I.

They are Vice President and the Secretary, respectively, of
TENGEN INC., a California corporation.

II.

Article I of the Articles of Incorporation of this corporation is
amended to read as follows:

"The name of this corporation is "TIME WARNER INTERACTIVE (CALIFORNIA) INC."

III.

The foregoing amendment of Articles of Incorporation has been duly
approved by the Board of Directors.

IV.

The foregoing amendment of Articles of Incorporation has been duly
approved by the required vote of shareholders in accordance with Section
902 of the Corporations Code. The total number of outstanding shares of
the corporation is 100,000. The number of shares voting in favor of the
amendment equaled or exceeded the vote required. The percentage vote
required was more than 50%.

We further declare under penalty of perjury under the laws of the
State of California that the matters set forth in this certificate are true
and correct of our own knowledge.

Dated: May 27, 1994.

Dan Van Elderen
Dan Van Elderen, Vice President

Dennis Wood
Dennis Wood, Secretary

TIME WARNER

June 21, 1994

Secretary of State
Name Availability Unit
1230 J Street, Room 100
Sacramento, California 95814

Re: Time Warner Interactive
(California) Inc.

Gentlemen:

Please accept this letter of consent as authorization allowing the name "Time Warner" to be used by Tengen, Inc., this company's indirect wholly-owned subsidiary, in connection with an amendment to its Articles of Incorporation changing its name from "Tengen, Inc." to "Time Warner Interactive (California) Inc.

Very truly yours,

TIME WARNER INC.

By 
Spencer B. Hays
Vice President

TIME WARNER INTERACTIVE GROUP

June 16, 1994

Secretary of State
Name Availability Unit
1230 J Street
Room 100
Sacramento, CA 95814

Time Warner Interactive Inc.

Dear Sir:

Please accept this letter of consent as authorization allowing the name "Time Warner Interactive" to be used by Tengen Inc. in conjunction with an amendment to its Articles of Incorporation changing the name of "Tengen Inc." to "Time Warner Interactive (California) Inc."

Also, please be advised that Tengen Inc. is an indirect wholly-owned subsidiary of Time Warner Inc., and that Time Warner Interactive Group Inc., a Delaware corporation qualified to do business in California, is also a wholly-owned subsidiary of Time Warner Inc.

Very truly yours,

TIME WARNER INTERACTIVE GROUP INC.



Craig Moody
Executive Vice President