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SECRETARY OF STATE
TALLAHASSEE FLORIDA

For
Amen

Smith

AUG 02 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: McCabe Software, Inc.
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cindy Beckman
(Name of person)

McCabe Software, Inc.
(Name of firm/company)

2374 Post Road Suite 2
(Address)

Warwick, RI 02886
(City/state and zip code)

For further information concerning this matter, please call:

Cindy Beckman at (401) 384-6180
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(Document number of corporation (if known))

1. _____ McCabe & Associates, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. _____ Delaware _____ 3. _____ January 17, 2005
(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 13, 2005

5. _____ McCabe Software, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

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

(New jurisdiction)



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

David A. Belhumeur
(Typed or printed name of person signing)

07/25/05
(Date)

C.E.O.
(Title of person signing)

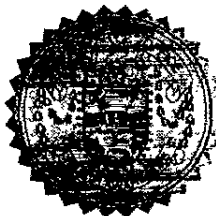
Delaware

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 "MCCABE & ASSOCIATES, INC.", CHANGING ITS NAME FROM "MCCABE & ASSOCIATES, INC." TO "MCCABE SOFTWARE, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 2005, AT 6:02 O'CLOCK P.M.

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



3711074 8100

050581164

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4019255

DATE: 07-13-05

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of _____
McCabe & Associates, Inc.

resolutions were duly adopted setting forth a proposed amendment of the 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 resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered " First " so that, as amended, said Article shall be and read as follows:

The name of this Corporation is McCabe Software, Inc.

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

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 12th day of July, 20 05.

By: David A. Belhumeur
Authorized Officer

Title: CEO

Name: David Belhumeur
Print or Type