

# J41506

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PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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October 6, 1997

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314-6327

400002314554--9  
-10/08/97--01026--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Intellon Corporation

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Restated Articles of Incorporation submitted for filing;
2. One check in the amount of \$87.50 (\$35.00 for filing fee and \$52.50 for one certified copy of the Articles of Amendment to the Restated Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Restated Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. Horst G. Sandfort

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
10/08/97 - 8 PM 1:40

Amend  
38  
10/15/97

**ARTICLES OF AMENDMENT  
TO  
RESTATED ARTICLES OF INCORPORATION  
OF  
INTELLON CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT -8 PM 1:40

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Intellon Corporation are hereby amended as follows:

**FIRST:** The second sentence of Article IV, 2 is hereby amended by deleting such sentence in its entirety and substituting the following sentence in lieu thereof:

Four (4) directors shall be appointed to the Board as provided in Section 6(b) of Article III, and the remaining directors shall be appointed to the Board by the holders of Common Stock (the "Common Directors").

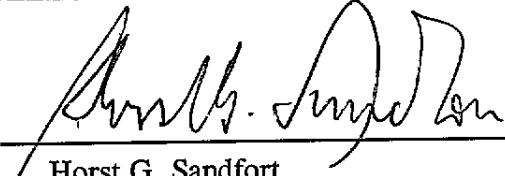
**SECOND:** Article IV, 3 (xiii) is hereby amended by deleting the text of such provision in its entirety and substituting the following provision in lieu thereof:

(xiii) issue any capital stock or other equity pursuant to employee and director plans beyond 5,250,000 shares reserved as of the date hereof;

**THIRD:** The foregoing amendment was adopted by the holders of all the outstanding shares of Common Stock, Series A Convertible Preferred Stock and Series B Convertible Preferred Stock, being the sole voting groups entitled to vote on the amendment, on September 19, 1997 and the number of votes cast for the amendment was sufficient for approval by the holders of such shares.

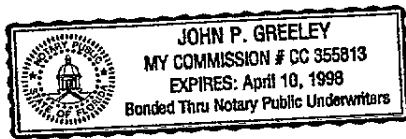
IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 19th day of September, 1997.

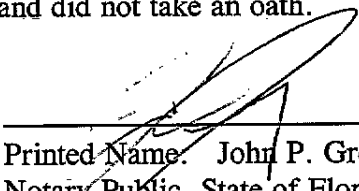
INTELLON CORPORATION

By:   
Horst G. Sandfort  
President and Chief Executive Officer

STATE OF FLORIDA     )  
COUNTY OF MARION    )

The foregoing instrument was acknowledged before me this 19th day of September, 1997, by HORST G. SANDFORT, President of Intellon Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



  
\_\_\_\_\_  
Printed Name: John P. Greeley  
Notary Public, State of Florida  
My Commission Expires: April 10, 1998