

PO2000079037

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

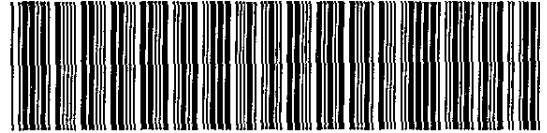
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Amend
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03 AUG 25 PM 2:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

KIM C. BROWN • ATTORNEY AT LAW

August 19, 2003

Secretary of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

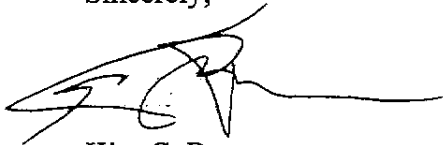
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03 AUG 25 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: CallMiner Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment to be filed on behalf of the above named corporation. Also enclosed is a check in the amount of \$35.00 to cover the filing fee. Please give me a call if you have any questions or concerns.

Sincerely,



Kim C. Brown
Attorney at Law

**Articles of Amendment
to
Articles of Incorporation**

**CallMiner, Inc.
Doc. # P02000079037**

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03 AUG 25 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for Profit Corporation adopts the following Articles of Amendment to its Articles of Incorporation and dos hereby certify:

First:

That the Board of Directors of the Corporation has adopted resolutions by unanimous written consent thereof setting forth a proposed amendment to the Corporation's Articles of Incorporation to reduce the authorized number of shares of Common Stock of the Corporation as set forth below by deleting Article IV of its Articles of Incorporation, and substituting a new Article IV in lieu thereof, declaring said amendment to be advisable and directing that the amendment be submitted to the shareholders of the Corporation his written consent as permitted by Chapter 607 of the General Corporation Law of the State of Florida.

Second:

That Article IV of the original Articles is deleted in it entirety and the following new Article IV is substituted in lieu thereof:

Article IV

This corporation shall be authorized to issue two classes of capital stock to be designated respectively preferred stock ("Preferred Stock") and Common Stock ("Common Stock"). The total number of shares of Preferred Stock the corporation shall have authority to issue is one million six hundred forty-three thousand three hundred eighty-five (1,643,385) and the total number of shares of Common Stock the corporation shall have authority to issue is ten million (10,000,000), no par value per share. The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series including:

- (1) the designation of each series and the number of shares that shall constitute the series;
- (2) the rate of dividends, if any, payable on the shares of each series, the time and manner of payment and whether or not such dividends shall be cumulative;

- (3) whether shares of each series may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- (4) whether shares of each series may be converted into Common stock and the terms and conditions of such conversion;
- (5) the amount, if any, payable upon shares of each series in the event of the voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the manner and preference of such payment;
- (6) voting rights, if any, on the shares of each series and any conditions upon the exercisability of such rights.

The holders of Common Stock shall be entitled to one vote for each share held at all meetings of the Stockholders of the corporation.

Third:

That the holder of a majority of the outstanding shares of common stock of the Corporation have approved this Amendment to the Articles of Incorporation of the Corporation on August 14, 2003, by written consent thereof pursuant to the provisions of Chapter 607 of the Florida General Corporation Law.

Fourth:

That this Amendment has been duly adopted by the Board of Directors and the shareholders of this Corporation on August 14, 2003, in accordance with the provisions of Chapter 607, Florida Statutes.

Fifth:

That the capital of the Corporation will not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, the undersigned have hereunto inscribed our names this ____ day of August, 2003.

This Amendment shall be effective upon filing.

Executed this 19, day of August, 2003

By: Jeffrey A. Gallino
Jeffrey A. Gallino, President

Attest: Kim C. Brown
Kim C. Brown, Secretary