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P. 01
Page 1 of 1

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BASIC AMENDMENT
SOE SOFTWARE CORPORATION

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOE SOFTWARE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is SOE SOFTWARE CORPORATION (the "Corporation").
2. Article IV of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE IV

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000,000 shares of common stock having a par value of \$.0001 per share."

3. The foregoing amendment was adopted by the shareholders and directors of the Corporation by Written Consent dated October 15, 2003.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 15 day of October, 2003.

SOE SOFTWARE CORPORATION

By: Marc J. Frucello
Marc J. Frucello, President