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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

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BASIC AMENDMENT

SUNBELT SOFTWARE DISTRIBUTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN 10 PM 12:38

FILED

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
SUNBELT SOFTWARE DISTRIBUTION, INC.**

FILED
03 JUN 10 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation for SUNBELT SOFTWARE DISTRIBUTION, INC. were filed with and approved by the Secretary of State of Florida on the 7th day of January, 1994; and

WHEREAS, an Amendment to the Articles of Incorporation for SUNBELT SOFTWARE DISTRIBUTION, INC. was filed with and approved by the Secretary of State of Florida on the 20th day of January, 1998; and

WHEREAS, an Amendment to the Articles of Incorporation for SUNBELT SOFTWARE DISTRIBUTION, INC. was filed with and approved by the Secretary of State of Florida on the 18th day of January, 2000; and

WHEREAS, it is the intention of all of the directors and a majority of the shareholders of SUNBELT SOFTWARE DISTRIBUTION, INC. that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of SUNBELT SOFTWARE DISTRIBUTION, INC., hereinafter set forth was approved and adopted by all of the shareholders and directors of SUNBELT SOFTWARE DISTRIBUTION, INC. pursuant to the provisions of Florida Statutes, Sections 607.0704 and 607.0821, on the 13th day of May, 2002; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

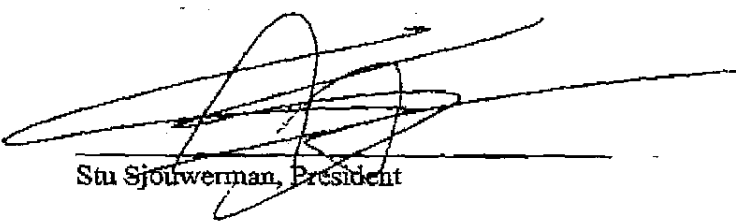
NOW, THEREFORE, the Articles of Incorporation of SUNBELT SOFTWARE DISTRIBUTION, INC. are hereby amended, by deleting in its entirety the present Article V and by substituting therefore the following, to-wit:

"ARTICLE V
STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 64,000,000 shares having a par value of \$.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. The Board of Directors, with the approval of a majority of the shareholders of the corporation, may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election. @

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of SUNBELT SOFTWARE DISTRIBUTION, INC., by its Director, President and Secretary as of the 13th day of May, 2002.


Stu Sjouwerman, President