

STEEL HECTOR & DAVIS LLP

Requestor's Name

P95000008247

215 SOUTH MONROE STREET/SUITE 601

Address

TALLAHASSEE

City/State/Zip

222-2300

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HOTOFFICE TECHNOLOGIES, INC. P95000008247
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

FILED
99 SEP 13 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-09/13/99--01041--022
*****43.75 *****43.75

C. COULLETTE SEP 13 1999

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PLEASE CONTACT ELIZABETH REGARDING ANY QUESTIONS - 222-2300. THANK YOU.

TALLAHASSEE, FLORIDA
SEP 13 1999

Examiner's Initials

**ARTICLES OF AMENDMENT
OF
HOTOFFICE TECHNOLOGIES, INC.**

FILED
99 SEP 13 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the amendments to its Second Amended and Restated Articles of Incorporation ("Articles") set forth below:

1. The name of the corporation is HotOffice Technologies, Inc. ("Corporation").
2. This amendment to the Articles set forth below: (i) was duly recommended and adopted by the Board of Directors of Corporation on August 9, 1999; (ii) was approved by the holders of the Corporation's common stock, par value \$.001 per share ("Common Stock"), by written consent of a sufficient number of voting shares to approve the amendment; (iii) was approved by the holders of the Corporation's Series A Convertible Preferred Stock, par value \$.01 per share, by written consent of a sufficient number of voting shares to approve the amendment; (iv) was approved by the holders of the Corporation's Series B Convertible Preferred Stock, par value \$.01 per share, by written consent of a sufficient number of voting shares to approve the amendment; (v) was approved by the holders of the Corporation's Series C Convertible Preferred Stock, par value \$.01 per share, by written consent of a sufficient number of voting shares to approve the amendment; and (vi) shall be effective immediately upon acceptance for filing by the Florida Department of State.
3. Article III(C)(6)(b)(i)(A) of the Articles is hereby deleted in its entirety and replaced with the following:

"(A) up to 3,000,000 shares issued pursuant to the exercise of stock options granted or to be granted under the Corporation's 1995 Employee Stock Option Plan, as Amended and Restated as of May 16, 1998;"
4. Article III(C)(6)(c)(i) of the Articles is hereby deleted in its entirety and replaced with the following:

"(i) As used in this Subsection(c), the term "Common Stock Equivalent" means any security convertible into, exchangeable or exercisable for Common Stock or any warrant, option or other right to purchase Common Stock or any security convertible into Common Stock. Common Stock Equivalent shall not include the warrant referred to in Section C(6)(b)(i)(C) of this Article III or any option or similar right granted pursuant to the terms of an employee, officer or director stock purchase or stock option plan approved by the Board of Directors or any committee thereof, provided that the total number of shares of Common Stock which may be issued or acquired under all such plans of the Corporation has not exceeded 3,100,000 shares."
5. Article III(D)(6)(b)(i)(A) of the Articles is hereby deleted in its entirety and replaced with the following:

"(A) up to 3,000,000 shares issued pursuant to the exercise of stock options granted or to be granted under the Corporation's 1995 Employee Stock Option Plan, as Amended and Restated as of May 16, 1998;"

6. Article III(D)(6)(c)(i) of the Articles is hereby deleted in its entirety and replaced with the following:

"(i) As used in this Subsection(c), the term "Common Stock Equivalent" means any security convertible into, exchangeable or exercisable for Common Stock or any warrant, option or other right to purchase Common Stock or any security convertible into Common Stock. Common Stock Equivalent shall not include any option or similar right granted pursuant to the terms of an employee, officer or director stock purchase or stock option plan approved by the Board of Directors or any committee thereof, provided that the total number of shares of Common Stock which may be issued or acquired under all such plans of the Corporation has not exceeded 3,100,000 shares."

7. Article III(E)(6)(b)(i)(A) of the Articles is hereby deleted in its entirety and replaced with the following:

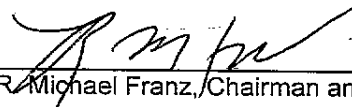
"(A) up to 3,000,000 shares issued pursuant to the exercise of stock options granted or to be granted under the Corporation's 1995 Employee Stock Option Plan, as Amended and Restated as of May 16, 1998;"

8. Article III(E)(6)(c)(i) of the Articles is hereby deleted in its entirety and replaced with the following:

"(i) As used in this Subsection(c), the term "Common Stock Equivalent" means any security convertible into, exchangeable or exercisable for Common Stock or any warrant, option or other right to purchase Common Stock or any security convertible into Common Stock. Common Stock Equivalent shall not include any option or similar right granted pursuant to the terms of an employee, officer or director stock purchase or stock option plan approved by the Board of Directors or any committee thereof, provided that the total number of shares of Common Stock which may be issued or acquired under all such plans of the Corporation has not exceeded 3,100,000 shares."

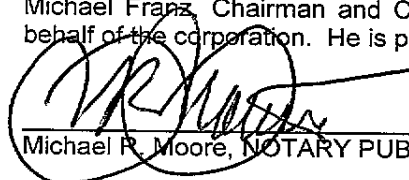
IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 9th day of September, 1999.

HOTOFFICE TECHNOLOGIES, INC.

By: 
R. Michael Franz, Chairman and CEO

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 9th day of September, 1999 by R. Michael Franz, Chairman and CEO of HotOffice Technologies, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.


Michael R. Moore, NOTARY PUBLIC

 **MICHAEL R. MOORE**
COMMISSION # CC 664432
EXPIRES JUL 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC