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Profit NonProfit Limited Liability Domestication Other	Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of FICTITIOUS NAME FICTITIOUS NAME SEARCH
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	CORPSEARCH AMENDMENT 1/7/98

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF COGENT SYSTEMS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN -6 PM 2: 48

COGENT SYSTEMS, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation and the shareholders of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on January 1998, adopted an amendment to Article III of the Articles of Incorporation of the Corporation. Articles III of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted therefor:

## ARTICLE III - Capital Stock

- A. 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 1,000,000 shares of common stock having a par value of \$.01 per share.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.
- 2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.
- 3. The number of votes cast for the amendment by the shareholders was sufficient for approval, and the Corporation's shareholders are not divided into different voting groups.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this day of January, 1998.

Randy A. Dayle, President