

P96000084903

LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW
112 SOUTH HIBISCUS ISLAND
MIAMI, FLORIDA 33139-5130

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* ADMITTED IN FLORIDA AND BRAZIL
+ ADMITTED IN FLORIDA AND NEW YORK
* ADMITTED IN FLORIDA AND BEFORE THE
U.S. PATENT AND TRADEMARK OFFICE

April 26, 1999

SECRETARY OF STATE
DIVISIONS OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment

500002856265--5
-04/29/99--01056--001
*****35.00 *****35.00

To Whom It May Concern:

I enclose Article III of the Articles of Amendment of ALIENWARE CORPORATION
along with a check for \$35.00.

Sincerely,

Erica Alvarez
Erica Alvarez
Legal Assistant

called 6/3

- NO CALL BACK

Returned 6/7

FILED
99 JUN 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*6/28 AMEND
REB*

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June 25, 1999

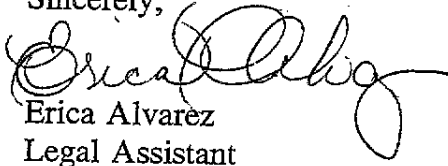
Ms. Karen Gibson
DIVISIONS OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL. 32314

Re: ALIENWARE CORPORATION

Dear Ms Gibson:

As per your request, I enclose the Article of Amendment of ALIENWARE CORPORATION with the corrections necessary for filing.

Sincerely,


Erica Alvarez
Legal Assistant



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 1999

ERICA ALVAREZ, LEGAL ASS'T
LANGEN & LANGEN, P.A.
112 SOUTH HIBISCUS ISLAND
MIAMI, FL 33139-5130

SUBJECT: ALIENWARE CORPORATION
Ref. Number: P96000084903

We have received your document for ALIENWARE CORPORATION and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 799A00030646

LANGEN & LANGEN, P.A.

ATTORNEYS AT LAW

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MIAMI, FLORIDA 33139-5130

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* ADMITTED IN FLORIDA AND BRAZIL
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U.S. PATENT AND TRADEMARK OFFICE

May 21, 1999

SECRETARY OF STATE
DIVISIONS OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment/ ALIENWARE CORPORATION

To Whom It May Concern:

I enclose the Articles of Amendment of ALIENWARE CORPORATION along with a letter sent to me by Ms. Karen Gibson. The reference number of the letter is P96000084903.

Sincerely,



Oscar Alvarez
Legal Assistant



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 5, 1999

ERICA ALVAREZ, LEGAL ASSISTANT
LANGEN & LANGEN, P.A.
1132 SOUTH HIBISCUS ISLAND
MIAMI, FL 33139-5130

SUBJECT: ALIENWARE CORPORATION
Ref. Number: P96000084903

We have received your document for ALIENWARE CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

Quorum
(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption of each amendment must be included in the document.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

ARTICLES OF AMENDMENT OF
ALIENWARE CORPORATION

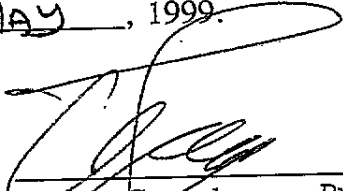
ARTICLE III
SHARES

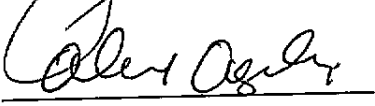
The number shares of this corporation is amended to 100,000.

FILED
99 JUN 28 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A quorum of shareholders was present.

In witness whereof, the undersigned, being all the shareholders of this corporation,
ADOPTED executed these Articles of Amendment this 19TH day of MAY, 1999.

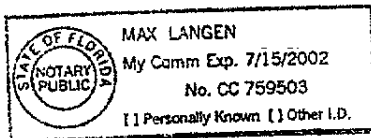

Nelson Gonzalez - President

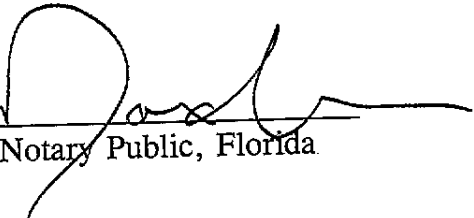

Alex Aguila - Vice President

State of Florida)
County of Dade)

The foregoing instrument was acknowledged before me this 19TH day of MAY, 1999, by Nelson Gonzalez and Alex Aguila who are:

personally known to me; or
_____ have produced _____ as identification
and who did (did not) take an oath.




Notary Public, Florida

My commission expires: