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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: INBS, INC.

AUDIT NUMBER.....H97000010799

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ARTICLES OF AMENDMENT
of
INBS, INC.

The Articles of Incorporation of INBS, INC., a Florida corporation, filed with the Florida Department of State on June 19, 1997 under Document Number P97000054170 and they hereby are amended in the following particulars:

1. Article I. shall be amended to read as follows:

ARTICLE I. - NAME

The name of this corporation is: INBS SOFTWARE PRODUCTS, INC., and the principal office address shall be: 11900 Biscayne Blvd., Suite 200, Miami, FL 33181.

2. Article III, shall be amended to read as follows:

ARTICLE III - NATURE OF BUSINESS

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

To develop and market systematic computerized purchasing software for manufacturing companies.

To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular land, buildings, concessions, leaseholds, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts and claims, trade marks, trade names, patents and patent rights, copyrights and any interest in real and personal property.

LINDA M. SMITH, ESQ.
FLORIDA BAR NO 289310
11900 BISCAYNE BLVD., SUITE 200
MIAMI, FL 33181
(305)866-8424

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Articles of Amendment INBS, Inc.
June 30, 1997

To buy, sell, manufacture, repair, alter and exchange, let on hire, export and deal in all kinds of articles and things, either real or personal, which may be required for the purposes of any businesses, or commonly supplied or dealt in by persons, engage in any such businesses, or which may seem capable of being profitably dealt with in connection therewith.

To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the operations of this corporation.

To take over and operate the business of firms, corporations and individuals to such extent and in such manner as is permitted under the laws of Florida relating to business corporations, and to acquire and hold the securities of other corporations.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

3. Article IV. shall be amended to read as follows:

Article IV
Capital Stock

Authorized Capital. The aggregate number of shares which may be issued by the corporation is One Million (1,000,000) shares, par value One Tenth Cent (\$.001) per share, all of which shall be common stock.

4. Article VI. shall be amended to read as follows:

ARTICLE VI. - OFFICERS AND DIRECTORS

(a) Number. The board of directors shall consist of five (5) persons. The number of directors may be increased or decreased from time to time by an amendment of the bylaws of the corporation, in the manner provided by law, but shall never be less than one.

(b) Officers and Director. The name and street address of the officers and board of directors of this corporation are as follows:

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Articles of Amendment of INBS, Inc.
June 30, 1997

Name	Address
(P/D) Roger L. Koch	2137 Hibiscus Circle North Miami, FL 33181
(S/T/D) Anthony J. Tripodo	1131 N.E. 97 Street Miami Shores, FL 33138
(D) John Chisholm	850 N.E. 123 Street North Miami, FL 33161
(D) Robert J. Gleitsmann	1801 S. Treasure Drive #302 North Bay Village, FL 33141
(D) George Moussa	4760 S.W. 143 Avenue Miami, FL 33175

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

5. The foregoing amendment was adopted by the sole director and shareholder of the corporation on June 30, 1997.

IN WITNESS WHEREOF, the undersigned officer and director of this corporation has executed these Articles of Amendment this 30 day of June, 1997.

INBS, INC.

BY: [Signature]
Roger L. Koch
President & Director

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Articles of Amendment INBS, Inc.
June 30, 1997

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30
day of June, 1997 by Roger L. Koch as President and Director
of INBS, INC., a Florida corporation, on behalf of the
corporation. He is personally known to me and did not take an
oath.


Notary Public
Name: LINDA M. SMITH
Commission No. CC 483698

My commission expires: 8/27/99



LINDA M. SMITH
MY COMMISSION EXPIRES
August 27, 1999
DORIS TAYLOR PUBLISHER, INC.

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AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

Before me the day personally appeared ROGER L. KOCH, who being first duly sworn, deposes and says that:

1. I am the sole officer and director of INBS, Inc., which was incorporated on June 19, 1997 under Document Number P9700005417039.

2. This corporation was established to be the general partner of INBS Software Systems Ltd., a Florida limited partnership.

3. I have decided to change the name of INBS, Inc. to INBS Software Products, Inc. These are related entities and the similarity of names will not create any confusion.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: 6/30/97

INBS, Inc.

By: [Signature]
Roger L. Koch
President and Director

The foregoing instrument was acknowledged before me this 30 day of June, 1997 by Roger L. Koch, as President and Director of INBS, Inc., who is personally known to me or who has produced _____ as identification and who did not take an oath.

[Signature]
Notary Public
Print Name: LINDA M SMITH
Commission No.: PC483698

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