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March 12, 2001

Florida Department of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: E SOLUTIONS CORPORATION

300003852253--5  
-03/14/01--01045--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

43.75

Greetings:

Enclosed please find two original copies of the Articles of Amendment and two original copies of the Corporate Action by Director and Shareholder in connection with the above referenced. Also enclosed is our check in the amount of \$87.50 to cover your fees and certified copies.

Thank you for your cooperation in this matter.

Very truly yours,

Scott R. Willinger

Dendra ext #5  
Mendez

FILED  
01 MAR 15 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SRW/dam  
Enclosure

Amend  
3-21-01  
MHS

**ARTICLES OF AMENDMENT**  
**TO ARTICLES OF INCORPORATION**  
**OF**  
**E SOLUTIONS CORPORATION**

**FILED**  
01 MAR 15 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, RICHARD E. NICHOLAS, President, and THANH THUY CONDE, Secretary, respectively, of E SOLUTIONS CORPORATION, a Florida corporation duly organized and existing under and by virtue of the Laws of the State of Florida, do hereby certify that, pursuant to Section 607.1006 of the Florida Statutes, all of the Directors and Shareholders of the Corporation eligible to vote signed a written statement effective January, 1, 2000, manifesting their intention that an Amendment to paragraph 7.1 of the Articles of Incorporation be adopted changing the authorized capitalization of the corporation as follows:

1. The text of the amendment adopted is as follows:

**“ARTICLE 7 - Corporate Capitalization**

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**”

2. The procedures for effectuating the recapitalization are as follows:

A. Prior to recapitalization the corporation was authorized to issue up to 7500 shares of common stock with a par value of \$1.00.

B. Prior to the recapitalization, the corporation had issued and outstanding, 200 shares of stock, held as follows:

<u>Certificate No.</u>	<u>Shareholder</u>	<u>Number of Shares</u>	<u>% Interest</u>
3	Richard E. Nicholas	94	47%
4	Thanh Thuy Conde	94	47%
5	Brian Willinger	12	6%

C. After the recapitalization, the corporation will be authorized to issue up to 1,000,000 shares of common stock with a par value of \$.01.

D. The corporation will cancel certificates #3, 4 and 5 and issue new certificates to each of the shareholders as follows:

<u>Certificate No.</u>	<u>Shareholder</u>	<u>Number of Shares</u>	<u>% Interest</u>
101	Richard E. Nicholas	41,500	41.5%
102	Thanh Thuy Conde	41,500	41.5%
103	Brian Willinger	17,000	17%

3. The above amendment was adopted on January 1, 2000.

4. The amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1<sup>st</sup> day of January, 2000.



RICHARD E. NICHOLAS, President



THANH THUY CONDE, Secretary