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January 20, 2000

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OF COUNSEL

VIA EXPRESS MAIL

Florida Department of State  
Secretary of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

EFFECTIVE DATE  
2/11/00

FILED  
00 JAN 21 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

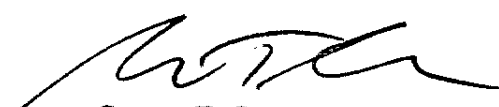
ATTN: Amendment Filing Section - Susan Payne

Dear Ms. Payne:

Enclosed herewith please find duplicate originals of our Certificate of Amendment of Unitransact Business Solutions, Inc. for filing, together with our check for \$43.75, to cover the \$35.00 filing fee and \$8.75 for a certified copy. Your prompt attention to the enclosures is greatly appreciated.

Very truly yours,

VANDEBERG JOHNSON & GANDARA



George T. Cowan

GTC:dw  
Enclosures

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

cc: Scott Marshall (w/o enclosures)

NIC Amend

S. PAYNE JAN 21 2000

EFFECTIVE DATE  
2/11/00

FILED

CERTIFICATE OF AMENDMENT  
OF  
UNITRANSACT BUSINESS SOLUTIONS INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 21 PM 1:38

Pursuant to the provisions of Section 607.10025, Florida Statutes, this Florida Profit Corporation adopts the following Certificate of Amendment:

FIRST: The name of the corporation is Unitransact Business Solutions Inc.

SECOND: The date of adoption by the Board of Directors of the Resolution approving the combination was January 19, 2000.

THIRD: The Amendment to the Articles of Incorporation does not adversely effect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

FOURTH: The shares subject to the combination are all authorized shares, consisting of 50,000,000 shares of common stock, par value \$.001; the common shares are to be combined into 500,000 shares, of par value \$.10.

FIFTH: The Amendment to the Articles of Incorporation made in connection with the combination is as follows:

Article IV shall be restated in its entirety as follows:


ARTICLE IV  
SHARES

The capital stock of this corporation shall consist of 500,000 shares of common stock, \$.10 par value.

SIXTH: The combination is to become effective at a time subsequent to the filing: The combination shall become effective on February 11, 2000.

SEVENTH: The Amendment was adopted by the Board of Directors without shareholder action pursuant to Section 607.10025(2), and shareholder action was not required.

Signed this 19<sup>th</sup> day of January, 2000.

  
\_\_\_\_\_  
Scott Marshall, President