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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 12, 2000

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Secretary of State
Division of Corporations
409 East Gaines St.
Tallahassee, Florida 32301

HAND DELIVERY

Re: Amendment to the Articles of Incorporation of Marquis Software Development, Inc.

To Whom it May Concern:

Enclosed for filing please find an Amendment to the Articles of Incorporation of Marquis Software Development, Inc., along with a photocopy of the Amendment. In addition, please find our law firm's check in the amount of \$35.00 for payment of filing fees for the amendment. Please call us as soon as we can pick up the date stamped copy of the Amendment, and we will arrange for a messenger to pick it up.

Thank you for your assistance. Please contact our office should you have any questions.

Very truly yours,

Bob Hightower
Robert S. Hightower

RECEIVED
00 JAN 12 AM 10:38
ENCLOSURES
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RSH/rmp

cc: Edward W. Fishback, Jr.(w/enclosures)

G. COULLIETTE JAN 12 2000

MARQUIS SOFTWARE DEVELOPMENT, INC.
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 607.1006 and Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is MARQUIS SOFTWARE DEVELOPMENT, INC.
2. The following amendment of the Articles of Incorporation was adopted by the Incorporator of the Corporation on the 11 day of January, 2000, in the manner prescribed by the Florida General Corporation Act. Shareholder action was not required as shares of the Corporation have not yet been issued.

Article IV of the Articles of Incorporation
is amended to read:

Article IV

STOCK

The Corporation shall have two (2) classes of stock: Class "A" Common Stock (voting) and Class "B" Common Stock (nonvoting). Said classes of stock shall have the rights and privileges as set forth below.

1. Class "A" Common Stock (voting). The maximum number of shares of Class "A" Common Stock that the Corporation is authorized to have outstanding at any time shall be two million (2,000,000) shares of Class "A" Common Stock having a par value of \$.001 per share, all of which stock shall be common stock. All Class "A" Common Stock issued shall be fully paid and nonassessable. Class "A" Common Stock shall be voting stock, and the voting rights of such class of stock are unlimited. The Class "A" Common Stock may be paid dividends by the Corporation in such amounts as are determined by the Board of Directors.

2. Class "B" Common Stock (nonvoting). The maximum number of shares of Class "B" Common Stock that the Corporation is authorized to have outstanding at any time shall be two million (2,000,000) shares of Class "B" Common Stock having a par value of \$.001

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per share, all of which stock shall be common stock. All Class "B" Common Stock shall be fully paid and nonassessable. Class "B" Common Stock shall be nonvoting. The Class "B" Common Stock may be paid dividends by the Corporation in such amounts as are determined by the Board of Directors.

3. Conversion of Shares. As no shares of stock of the Corporation have yet been issued, no provisions for conversion, exchange, reclassification or cancellation of issued shares are included in these Articles of Amendment.

4. Share Dividends. The Corporation is authorized to issue shares of Class "B" Common Stock (nonvoting) as share dividends on shares of Class "A" Common Stock.

3. There are no voting groups entitled to vote separately on this amendment.

DATED this the 11 day of January, 2000.

Edward W. Fishback, Jr.
EDWARD W. FISHBACK, JR.
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 11 day of January 2000, by Edward W. Fishback, Jr., as Incorporator of Marquis Software Development, Inc., who is personally known by me or produced the following type of identification: _____

Robert S. Hightower
NOTARY PUBLIC
STATE OF FLORIDA
My Commission Expires:

