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CIRCUIT, McKELLOGG, KINNEY & ROSS LLP
LAW OFFICES

RICHARD K. CIRCUIT
R. KEITH McKELLOGG
RICHARD R. KINNEY, JR.
SCOTT HUNTER ROSS
DARL R. DANFORD
PHILLIP C. WING
DANIEL PEARL
JOYCE M. MULLINS

TORREY FINANCIAL BUILDING
1205 PROSPECT STREET, SUITE 400
LA JOLLA, CALIFORNIA 92037

TELEPHONE (858) 459-0581
FACSIMILE (858) 459-0690

KATHLEEN K. HOLLENBECK
Paralegal

NORA P. LOPEZ
Legal Administrator

June 24, 1999

Florida Department of State
Division of Corporations
Post Office 6327
Tallahassee, FL 32314

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Re: Q-Bit Corporation

Dear Sir or Madame:

Enclosed for filing are the Articles of Amendment to Articles of Incorporation of Q-Bit Corporation

Please file the enclosed and return to the undersigned two (2) certified copies of the amendment.

A check in the amount of \$52.50 is enclosed for the filing and copy fees.

If you have any questions, please contact the undersigned.

Sincerely,

CIRCUIT, McKELLOGG, KINNEY & ROSS LLP

Kathleen K. Hollenbeck

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FILED
99 JUN 28 PM 3:35
STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

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99 JUN 28 PM 3:35
STATE DEPT. OF STATE
TALLAHASSEE, FLORIDA

*NC
6-29-99
BHS*

KKH:
Encl.
cc: Mr. Michael McDonald

FILED

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
Q-BIT CORPORATION**

99 JUN 28 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE I of the Articles of Incorporation of said corporation shall be amended as follows:

"ARTICLE I.

The name of this corporation shall be **REMEC Q-bit, Inc.** "

SECOND: The date of the adoption of this amendment is June 3, 1999.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 3rd day of June, 1999.

By: _____


Errol Ekaireb, Chairman of the Board