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December 6, 2000

Via Federal Express  
(Phone 850-487-6050)

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-12/08/00--01101--001  
\*\*\*\*\*157.50 \*\*\*\*\*52.50

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Attention: Amendments

Re: Vertetrak, Inc., Vertetrak Systems, Inc. and Skeltrak, Inc.

Gentlemen:

FILED  
00 DEC -7 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed please find three Applications by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida changing the name of the above-referenced corporations. Also enclosed is our check in the amount of \$157.50 representing the filing fees, certified copy fee and certificate of status for all three of the corporations. A self-addressed envelope is enclosed for your convenience.

Should you have any questions or comments regarding this matter, please contact the undersigned immediately

Very truly yours,

LUTZ, WEBB & BOBO, P.A.

*Haley Bond*  
Haley Bond, Assistant to  
John R. Dunham, III

JRD/hb

Enclosures

cc: J. David Gibbs, Esq.  
John A. Servizio

nc  
T. LEWIS DEC 7 2000

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

FILED  
00 DEC -7 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Vertetrak, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. 11-13-00  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 11-30-00

5. J. Stoan (America) I, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
New Jurisdiction

  
Signature

December 21/00  
Date

John A. Servizio  
Typed or printed name

President  
Title

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "VERTETRAK, INC.", CHANGING ITS NAME FROM "VERTETRAK, INC." TO "J. STOAN (AMERICA) I, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2894001 8100

001603381

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0831516

DATE: 12-05-00

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of Vertetrak, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

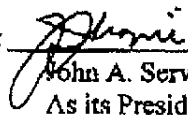
**Resolved**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

**"FIRST.** The name of the corporation is:

J. Stoan (America) I, Inc."

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

By: \_\_\_\_\_

  
John A. Servizio  
As its President