

FD0000006420

LUTZ, WEBB & BOBO, P.A.
LAWYERS

J. ALLEN BOBO
JOHN R. DUNHAM, III
DAVID D. EASTMAN
JODY B. GABEL
MARK A. HASKINS
MARY R. HAWK
DOUGLAS B. LUMPKIN
H. ROGER LUTZ
CHARLES W. TELFAIR, IV
RICHARD S. WEBB, IV

ONE SARASOTA TOWER
TWO NORTH TAMLAMI TRAIL
FIFTH FLOOR
SARASOTA, FLORIDA 34236
TELEPHONE: (941) 951-1800
TOLL FREE: (877) 951-1800
FAX: (941) 866-1603
E-MAIL: info@lutzwebb.com

TALLAHASSEE OFFICE:
2155 DELTA BOULEVARD
SUITE 210-B
TALLAHASSEE, FLORIDA 32303
TELEPHONE: (850) 521-0890
TOLL FREE: (877) 521-0890
FAX: (850) 521-0891

PLEASE REPLY TO: SARASOTA

December 6, 2000

Via Federal Express
(Phone 850-487-6050)

400003492314--0
-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 AM 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 3. 11-13-00
Incorporated under laws of 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

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.



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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0831516

2894001 8100

001603381

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:

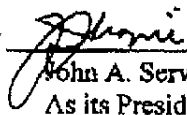
Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"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