

F9600000004805
Schaefer, Wirth & Wirth

Attorneys and Counsellors at Law

1135 PASADENA AVENUE SOUTH
SUITE 207
ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER
JANET L. WIRTH*
JUDY L. WIRTH

TELEPHONE
(727) 345-4007

FACSIMILE
(727) 345-3942

November 5, 1999

*Admitted in New York

Amendment Section
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

700003040437--3
-11/09/99--01103--004
****122.50 ****122.50

Re: POCONO DESIGN SYSTEMS, INC.
Document Number F96000004805

Dear Amendment Section Representative:

Please be advised that the undersigned represents the interests of Pocono Design Systems, Inc., a Pennsylvania corporation authorized to transact business in the State of Florida, as more particularly described above.

In brief, my client, upon changing its corporate name upon the records of the Department of State of the Commonwealth of Pennsylvania, is desirous of obtaining an amended certificate of authority from your offices pursuant to the requirements of Section 607.1504, Florida Statutes (1999).

As such, please find enclosed the following described items relative to this matter:

1. An original "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" duly executed by my client's President, W. Philip Wentworth.
2. An original "Certificate of Existence" for PDS Solutions, Inc., duly authenticated, and issued on October 29, 1999, by the Secretary of the Commonwealth of Pennsylvania Department of State.
3. A check drawn by my client and made payable to the Florida Department of State in the amount of \$122.50; and, representing the following described fees in this matter:

a.	Filing Fee:	\$ 35.00
b.	Certificate of Status (10 * \$8.75):	87.50

<u>Total:</u>	<u>\$122.50</u>
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99DEC-1 PM12:47

Name Change
LF 12-3-99

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Amendment Section
Division of Corporations
Re: POCONO DESIGN SYSTEMS, INC.
November 5, 1999

If you would be so kind, trusting that all of the foregoing fully and completely complies with the filing requirements of **Section 607.1504, Florida Statutes (1999)**, please then issue an amended certificate of authority for and on behalf of **Pocono Design Systems, Inc.**, in order to continue to permit said foreign corporation to be authorized to transact business in the **State of Florida**.

In addition, upon the issuance of said amended certificate of authority, please kindly mail to the undersigned the items described in **paragraph 3b**, above.

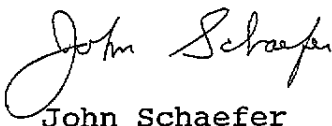
Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows:

JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707
Tel: (727) 345-4007
Fax: (727) 345-3942

In conclusion, please allow me to take this opportunity to thank you for your anticipated cooperation and consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,


John Schaefer

JS/ast
Encs.

CERTIFIED MAIL: RETURN RECEIPT REQUESTED

xc: W. Philip Wentworth, President
PDS Solutions, Inc.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 17, 1999

John Schaefer, Esquire
% Schaefer, Wirth & Wirth
1135 Pasadena Avenue South, Suite 207
St. Petersburg, FL 33707

SUBJECT: POCONO DESIGN SYSTEMS, INC.
Ref. Number: F96000004805

We have received your document for POCONO DESIGN SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 499A00055211

Schaefer, Wirth & Wirth

Attorneys and Counsellors at Law

1135 PASADENA AVENUE SOUTH
SUITE 207
ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER
JANET L. WIRTH*
JUDY L. WIRTH

TELEPHONE
(727) 345-4007

FACSIMILE
(727) 345-3942

November 29, 1999

*Admitted in New York

Ms. Louise Flemming-Jackson, Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: POCONO DESIGN SYSTEMS, INC.
Document Number F96000004805

Dear Ms. Flemming-Jackson:

As a follow-up to, both, our telephone conversation on November 17, 1999, and your letter to me of even date, please now find enclosed the following described items relative to the above-described matter:

1. An original "Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida" duly executed by my client's President, W. Philip Wentworth.
2. An original certificate issued on November 22, 1999, and duly authenticated by, the Secretary of the Commonwealth of Pennsylvania, Department of State, evidencing that:

Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on July 22, 1999 for POCONO DESIGN SYSTEMS, INC. a Pennsylvania corporation, incorporated October 28, 1982, whereby the corporate name was changed to PDS SOLUTIONS, INC.

At this time, if you would be so kind, trusting that all of the foregoing now fully and completely complies with the filing requirements of Section 607.1504, Florida Statutes (1999), please issue an amended certificate of authority for and on behalf of Pocono Design Systems, Inc., in order to permit said foreign corporation to be authorized to transact business in the State of Florida as PDS Solutions, Inc.

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Ms. Louise Flemming-Jackson, Corporate Specialist Supervisor
Florida Department of State / Division of Corporations

Re: POCONO DESIGN SYSTEMS, INC.

November 29, 1999

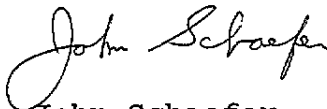
In addition, upon the issuance of said amended certificate of authority, please also kindly mail to the undersigned the items described in paragraph 3b of my letter to you dated November 5, 1999.

Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly.

In conclusion, please allow me to take this opportunity to continue to thank you for your consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,



John Schaefer

JS/ast
Encs.

CERTIFIED MAIL: RETURN RECEIPT REQUESTED

xc: W. Philip Wentworth, President
PDS Solutions, Inc.

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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -1 PM 12:47

1. POCONO DESIGN SYSTEMS, INC.

Name of corporation as it appears on the records of the Department of State.

2. Commonwealth of Pennsylvania

Incorporated under laws of

3. September 19, 1996

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? July 22, 1999

5. PDS SOLUTIONS, 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.

N/A

New Duration

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

N/A

New Jurisdiction


Signature

August 20, 1999
Date

W. PHILIP WENTWORTH

Typed or printed name

President

Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC -1 PM 12:47

COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

NOVEMBER 22, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, that from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on July 22, 1999 for POCONO DESIGN SYSTEMS, INC. a Pennsylvania corporation, incorporated October 28, 1982, whereby the corporate name was changed to PDS SOLUTIONS, INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Ditzinger

Secretary of the Commonwealth

PHEG