

F97000000260

BDA&K BUSINESS SERVICES, INC.

5220 Spring Valley Road
Suite 600
Dallas, Texas 75240
(972) 702-8288
(972) 387-1490 Fax
bdak@bdakllp.com

March 8, 2001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/12/01--01120--030
*****35.00 *****35.00

RE: InterVoice-Brite, Inc.
FEIN: 75-1927578
17811 Waterview Parkway
Dallas, Texas 75252

Ladies and Gentlemen:


At the request of the above referenced taxpayer, we are submitting the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida.

If you have any questions, please contact me at (972) 702-8288 extension 147.

Very truly yours,

BDA&K BUSINESS SERVICES, INC.

By


Jane C. Burroughs

Enclosures

FILED
01 MAR 12 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc
T. LEWIS MAR 15 2001

FILED
01 MAR 12 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CFO / SEC
Title _____



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

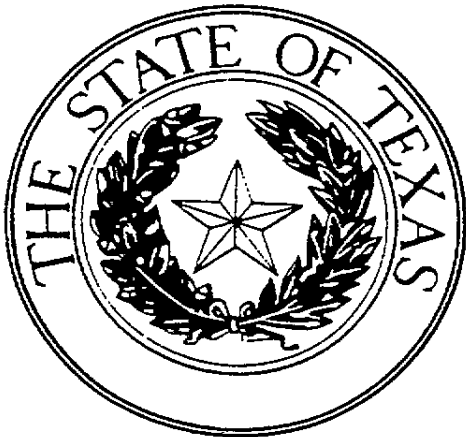
INTERVOICE-BRITE, INC.
FORMERLY
INTERVOICE, INC.

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

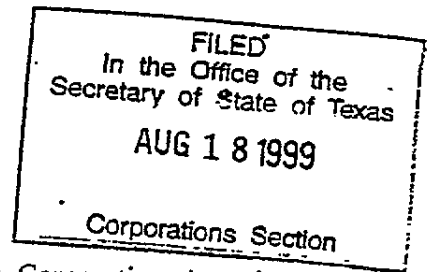
Dated: August 18, 1999

Effective: August 18, 1999


DLU

Elton Bomer
Secretary of State

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTERVOICE, INC.



Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE I

The name of the corporation is INTERVOICE, INC.

ARTICLE II

Article One of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE ONE
NAME

The name of the corporation is InterVoice-Brite, Inc. (the "Corporation")."

ARTICLE III

The amendment was adopted by the shareholders of the corporation as of August 17, 1999.

ARTICLE IV

The number of shares of common stock, no par value per share ("Common Stock") of the Corporation outstanding, and the numbers of shares entitled to vote on the amendment, is 28,899,109.

ARTICLE V

The number of shares of Common Stock voted for such amendment was 27,196,749. The number of shares of Common Stock voted against such amendment was 88,783.

IN WITNESS WHEREOF, the corporation has executed these Articles of Amendment as of the 17th day of August, 1999.

INTERVOICE-BRITE, INC.

By: Dean Howell
Dean C. Howell
Vice President and Corporate Counsel