

F97000003437

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

600003379466-4
-09/01/00--01001--016
*****35.00 *****35.00

CORPORATION(S) NAME

Preferred Networks, Inc.
Changing name to: PNI Technologies, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
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- Amendment
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- Change of R.A.
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00 AUG 31 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Name
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8/31

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THANKS.

LAURA EARNEST

N.C.

G. COULLETTE SEP - 1 2000

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Preferred Networks, Inc.

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

2. Incorporated under laws of: Georgia

3. Date authorized to do business in Florida: July 1, 1997

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?

August 14, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

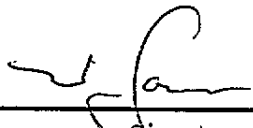
PNI Technologies, Inc.

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

no change

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

no change



Signature
Name and Title

Mark B. Jones, Secretary

8/23/00

Date

FILED
00 AUG 31 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002380151
CONTROL NUMBER : K717293
DATE INC/AUTH/FILED: 05/13/1997
JURISDICTION : GEORGIA
PRINT DATE : 08/25/2000
FORM NUMBER : 215

CT CORPORATION SYSTEM
JO JONES
1201 PEACHTREE STREET, N.E.
ATLANTA, GA 30361

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PNI TECHNOLOGIES, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002270845
CONTROL NUMBER: K717293
EFFECTIVE DATE: 08/14/2000
REFERENCE : 0045
PRINT DATE : 08/14/2000
FORM NUMBER : 611

MARK B. JONES
PREFERRED NETWORKS, INC.
850 CENTER WAY
NORCROSS, GA 30071

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PREFERRED NETWORKS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

PNI TECHNOLOGIES, INC.

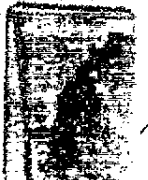
and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox
Secretary of State



2270849

**ARTICLES OF AMENDMENT OF
PREFERRED NETWORKS, INC.**

K 711293
2270847

Pursuant to O.C.G.A. §14-2-1006 of the Georgia Business Corporation Code, Preferred Networks, Inc., a Georgia corporation (the "Corporation:"), hereby submits the following Articles of Amendment:

1.

The name of the Corporation is Preferred Networks, Inc. The charter number of the Corporation is 9717293.

2.

The Articles of Incorporation of Preferred Networks, Inc. are hereby amended to change the name of the Corporation to PNI Technologies, Inc.

3.

Pursuant to O.C.G.A. §14-2-1002, the Amendment to the Articles of Incorporation was adopted by the written consent of all the Directors of the Corporation on August 10th, 2000. Shareholder action was not required.

IN WITNESS WHEREOF, the Corporation has caused the due execution of these Articles of Amendment by its duly authorized officer, effective as of the date of filing of these Articles, this 14th day of August, 2000.

PREFERRED NETWORKS, INC.

By: 
Mark H. Dunaway
Chief Executive Officer

CERTIFICATION
OF
REQUEST FOR PUBLICATION

The undersigned hereby certifies that he is the duly appointed attorney for Preferred Networks, Inc., a Georgia corporation (the "Corporation"), and further certifies, pursuant to O.C.G.A. §14-2-1006.1 of the Georgia Business Code (the "Code") that:

1.

An amendment to the Articles of Incorporation of the Corporation changing the name of the Corporation to PNI Technologies, Inc., was duly adopted on August 10th, 2000.

2.

A request for publication of a notice of intent to file Articles of Amendment to change the name of the Corporation and payment therefore have been submitted to the Gwinnett Daily Post, as required by O.C.G.A. §14-2-1006.1 (b).

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 14th day of August, 2000.

PREFERRED NETWORKS, INC.

By: 
Mark B. Jones, Secretary

By: _____
Mark H. Dunaway, CEO