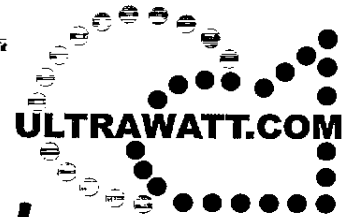


ULTRAWATT.COM CORPORATION

" The Total Lighting & Information Solution "

F99000005004



August 8, 2000

500003350645--7
-08/09/00--01043--006
*****35.00 *****35.00

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

Re: Amendment of Name Change – Ultrawatt Integrated Systems, Inc. to ULTRAWATT.com Corporation

Dear Sir or Madam:

Enclosed for filing is Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. Ultrawatt Integrated Systems, Inc. has been changed to ULTRAWATT.com Corporation. Our check for \$35.00 is enclosed also.

Sincerely,

Judith A. Parris
Executive vice President

Enclosures

JAP/dls

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 SEP 18 PM 12:00

~~61-20749~~

N/c

V. SHEPARD SEP 20 2000

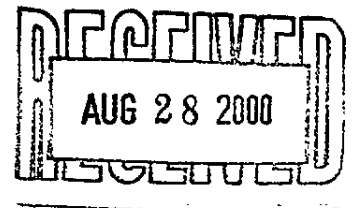
VB

" Never Worry About Your Lighting Again "

Corporate Office
6381 Metro Plantation Road • Fort Myers, FL 33912
Tel. (941) 277-1555 • Fax (941) 277-1669
Toll Free (800) 584-5515



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



August 23, 2000

JUDITH A. PARRIS
ULTRAWATT.COM CORPORATION
6381 METRO PLANTATION RD.
FT. MYERS, FL 33912

SUBJECT: ULTRAWATT INTEGRATED SYSTEMS, INC.
Ref. Number: F99000005004

We have received your document for ULTRAWATT INTEGRATED SYSTEMS, INC. and your check(s) totaling \$35.00. 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

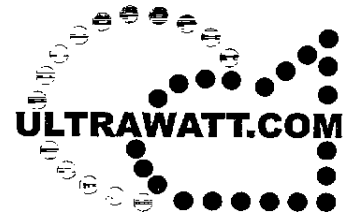
Velma Shepard
Corporate Specialist

Letter Number: 600A00045279

RECEIVED
00 SEP 18 AM 9:17
DIVISION OF CORPORATIONS

ULTRAWATT.COM CORPORATION

" The Total Lighting & Information Solution "



September 15, 2000

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subject: ULTRAWATT INTEGRATED SYSTEMS, INC.
REF. NUMBER F99000005004

We are returning herewith a copy of your letter dated August 23, 2000, in reference to the subject matter, along with an original, duly authenticated, certificate from the State of Delaware evidencing the amendment, and the original Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for filing. You are holding our check for \$35.00 for the filing fee.

Sincerely,

Judith A. Parris
Executive Vice President

JAP/ds

Enclosures

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Tel. (941) 277-1555 • Fax (941) 277-1669
Toll Free (800) 584-5515

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 STATE
SECRETARY OF CORPORATIONS
00 SEP 18 PM 12:00

1. Ultrawatt Integrated Systems, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 9-23-1999
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? 5/31/2000

5. ULTRAWATT.com Corporation
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

8-7-2000
Date

Judith A. Parris
Typed or printed name

Executive Vice 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 "ULTRAWATT INTEGRATED SYSTEMS, INC.", CHANGING ITS NAME FROM "ULTRAWATT INTEGRATED SYSTEMS, INC." TO "ULTRAWATT.COM CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

3004444 8100

AUTHENTICATION: 0663062

001449371

DATE: 09-07-00

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

ULTRAWATT INTEGRATED SYSTEMS, INC.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of ULTRAWATT
INTEGRATED SYSTEMS, 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:

ULTRAWATT.COM CORPORATION

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.

IN WITNESS WHEREOF, said Board of Directors

has caused this certificate to be signed by

Judith A. Parris

, an Authorized Officer,

this 30TH day of MAY, ~~19~~ 2000.

By: 
Authorized Officer

Title: Executive Vice President

Name: Judith A. Parris

Print or Type