H12404

CORPORATE ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 12/10/97 2:30

CERTIFIED COPY ____ CUS ____

PHOTO COPY ____ ✓ FILING Amendment

1.) Software Productivity Solutions, Inc.
(CORPORATE NAME & DOCUMENT #)

Name Change Amend

2.) ____
(CORPORATE NAME & DOCUMENT #)

600002368386--9
-12/10/97--01056--022
****122.50 ****87.50

3.) ____
(CORPORATE NAME & DOCUMENT #)

FILED
97 DEC 10 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4.) ____
(CORPORATE NAME & DOCUMENT #)

5.) ____
(CORPORATE NAME & DOCUMENT #)

Second File

6.) ____
(CORPORATE NAME & DOCUMENT #)

7.) ____
(CORPORATE NAME & DOCUMENT #)

87.50

Name Availability	12/11/97
Document Examiner	
Updater	
Update Verifyer	
Acknowledgement	
W.P. Verifyer	

8.) ____
(CORPORATE NAME & DOCUMENT #)

9.) ____
(CORPORATE NAME & DOCUMENT #)

10.) ____
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS ____

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SOFTWARE PRODUCTIVITY SOLUTIONS, INC.

97 DEC 10 PM 1:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Peter B. Dyson, President of SOFTWARE PRODUCTIVITY SOLUTIONS, INC., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that on the 8th day of December, 1997, the following resolution was approved by a greater than majority of the stockholders entitled to vote, said number of votes cast being sufficient for approval of the amendment, by Written Consent In Lieu of Meeting, pursuant to the provisions of Florida Statutes, Section 607.0704:

> **RESOLVED,** that pursuant to the provisions of the Articles of Incorporation of SOFTWARE PRODUCTIVITY SOLUTIONS, INC., the said Articles of Incorporation are hereby amended by altering Article I in its entirety, so as to read as follows:
>
> "ARTICLE I
> NAME
>
> The name of this corporation shall be Modus Operandi, Inc., located at 122 Fourth Ave., Indialantic, Florida 32903."

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 8th day of December, 1997.

By: ______________________
President

Attest:

____
Secretary (SEAL)

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared PETER B. DYSON, who, after being duly sworn, deposes and says:

1. That Affiant is the President of Modus Operandi, Inc. (the "Company") on the date hereof.

2. Affiant further states that, as President of the sole shareholder of the Company, he has access to the books and records of the Company.

3. Affiant further states that the Company shall file Articles of Dissolution to be effective on December 10, 1997.

4. Affiant further states that the Company will not revoke the dissolution and has fulfilled the conditions of the Articles of Dissolution.

5. Affiant further states that the Company hereby releases the right to its name "Modus Operandi, Inc." to Software Productivity Solutions, Inc.

FURTHER AFFIANT SAYETH NAUGHT.

Dated this 5th day of December, 1997.

MODUS OPERANDI, INC.

By: ______________________

STATE OF FLORIDA
COUNTY OF BREVARD

SWORN to and subscribed before me, a Notary Public, in and for the said County and State this 5th day of December, 1997.

Doris M. Clark
Notary Public

My Commission expires:

shirleys\forms\affidavi.sps

DORIS M. CLARK
MY COMMISSION # CC 456780
EXPIRES: May 21, 1999
Bonded Thru Notary Public Underwriters