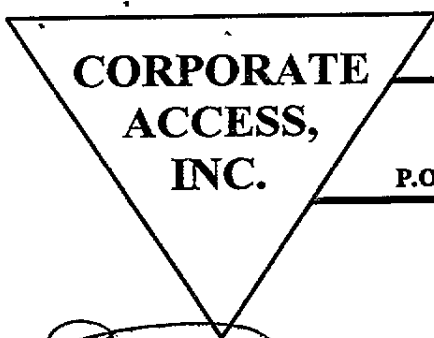


H12404



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 #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.)
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10.)
(CORPORATE NAME & DOCUMENT #)

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****122.50 *****87.50

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

Name	Don File
Availability	12/11/97
Document Examiner	Don
Updater	Don
Update Verifier	Don
Acknowledgement	Don
W.P. Verifier	Don

Second
87.50

RECEIVED
97 DEC 10 PM 12:45
DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS

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

FILED
97 DEC 10 PM 1:24
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I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 8th day of December, 1997.

Attest:

Andrew Dickman
Secretary (SEAL)

By: Peter B. Dyson

President

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF BREVARD**

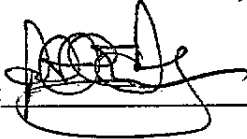
BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared PETER B. DYSON, who, after being duly sworn, deposes and says:

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.

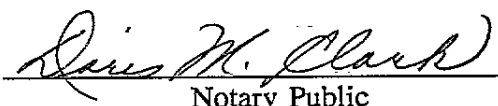
Dated this 5th day of December, 1997.

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.


Notary Public

My Commission expires:

shirleys/forms/affidavi.sps

