H12404

CORPORATE ACCESS, INC.

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

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X CERTIFIED COPY ______ ____CUS ______

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1.) Modus Operandi, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) ______
(CORPORATE NAME & DOCUMENT #)

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*****43.75 *****43.75

3.) ______
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4.) ______
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TALLAHASSEE, FLORIDA

5.) ______
(CORPORATE NAME & DOCUMENT #)

6.) ______
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7.) ______
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8.) ______
(CORPORATE NAME & DOCUMENT #)

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9.) ______
(CORPORATE NAME & DOCUMENT #)

10.) ______
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MODUS OPERANDI, INC.

I, PETER DYSON, President of MODUS OPERANDI, INC., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that on the 5th day of November, 1998, a meeting of the shareholders of this corporation was held pursuant to formal written notice, pursuant to the provisions of Florida Statutes, Section 607.0705, at which time there were present a majority of shareholders of the corporation and that by a vote of a greater than majority of said stockholders, said number of votes cast for the amendment being sufficient for approval, the following resolutions have been duly and legally adopted by the shareholders:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of MODUS OPERANDI, INC., the said Articles of Incorporation are hereby amended by altering Article IV, CAPITAL STOCK, in its entirety, so as to read as follows:

"ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of Class A Voting Common Stock which this corporation is authorized to have outstanding at any time is Four Million Four Hundred Thousand (4,400,000) shares at a par value of $0.01 per share.

B. The maximum number of shares of Class B Non-Voting Common Stock which this corporation is authorized to have outstanding at any time is Two Million Two Hundred Thousand (2,200,000) shares at a par value of $0.01 per share.

C. The holders of record of Class A Voting Common Stock shall be entitled to vote on all issues that come before the shareholders. The holders of record of Class B Non-Voting Common Stock shall have all of the preferences, limitations and relative rights of Class A Voting Common Stock except for voting rights.

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 5th day of November, 1998.

MODUS OPERANDI, INC.

By: ______________________

Peter B Dyson, President

Attest:

____

Andres Rudmik, Secretary

(SEAL)

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