

J49181



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 727865 4329325

AUTHORIZATION : *Patricia Pizich*

COST LIMIT : \$ 87.50

FILED
98 MAR -4 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 4, 1998

ORDER TIME : 10:54 AM

ORDER NO. : 727865-010

CUSTOMER NO: 4329325

CUSTOMER: Jan D. McCormick, Esq
Brant Moore Macdonald & Wells,
P. O. Box 4548

Jacksonville, FL 32201-4548

*Name
Change
Amendment*
100002446881--0

DOMESTIC AMENDMENT FILING

NAME: INFORMATION MANAGEMENT
ALTERNATIVES PLUS, INC.

FILE SECOND

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: *Deborah Schroder*
W.P. Vermyer

EXAMINER'S INITIALS: _____

RECEIVED
98 MAR -4 PM 12:08
DIVISION OF CORPORATION

BAYWOOD TECHNOLOGIES, INC.
9428 Baymeadows Road, Suite 500
Jacksonville, Florida 32256
(904) 636-6100

March 3, 1998

Secretary of State of Florida
Corporate Division
Department of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

Re: Information Management Alternatives PLUS,
Inc./Baywood Technologies, Inc.

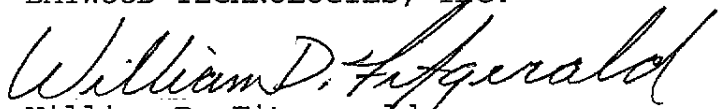
Dear Sir/Madam:

This letter is to serve as authorization and approval for Information Management Alternatives PLUS, Inc. to use the name Baywood Technologies, Inc. pursuant to their Articles of Amendment and pursuant to the approval of Baywood Technologies, Inc.'s Board of Directors and stockholders. Baywood Technologies, Inc. has no intention of reinstating the name Baywood Technologies, Inc. at any time in the future.

If you have any questions regarding the approval stated above, please do not hesitate to call.

Very truly yours,

BAYWOOD TECHNOLOGIES, INC.


William D. Fitzgerald
Its: President/Secretary

JDM/clw
118214.1

ARTICLES OF AMENDMENT
INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC.

FILED
98 MAR -4 AM 11:28
TALLAHASSEE FLORIDA
SECRETARY OF STATE

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC.

2. The Articles of Incorporation of INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC. have been amended by deleting Article I in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE I - NAME

The name of this Corporation is BAYWOOD TECHNOLOGIES, INC."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on March 3rd, 1998, and written consent to the said Amendment was given on March 3rd, 1998, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of INFORMATION MANAGEMENT ALTERNATIVES PLUS, INC. shall be deemed to be amended accordingly.

DATED this 3rd day of March, 1998.


William D. Fitzgerald
President


William D. Fitzgerald
Secretary

118212.1