



THE UNITED STATES
CORPORATION
COMPANY

J53653

ACCOUNT NO. : 072100000032

REFERENCE : 412653 4320946

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ ~~35~~ 140.00

ORDER DATE : June 2, 1997

ORDER TIME : 9:59 AM

ORDER NO. : 412653-005

CUSTOMER NO: 4320946

CUSTOMER: Deborah Ford, Legal Assistant
Tucker, Flyer & Lewis
1615 L Street, N.W.
Suite #400
Washington, DC 200365601

000002188890--1

DOMESTIC AMENDMENT FILING

NAME: SYNERGISTIC SOFTWARE SYSTEMS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIAL

FILED
97 JUN -3 PM 12:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

613
Amend
CC-2
RECEIVED
97 JUN -3 AM 10:47
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
OF
THE ARTICLES OF INCORPORATION
OF
SYNERGISTIC SOFTWARE SYSTEMS, INC.

FILED

97 JUN -3 PM 12:40

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Synergistic Software Systems, Inc. (the "Corporation"), a Florida corporation, does, by its Chief Executive Officer, attested by its Secretary, hereby certify that:

I. The Corporation desires to amend its Articles of Incorporation as currently in effect, in accordance with Section 607.1001 et. seq. of the Florida Business Corporation Act (the "FBCA").

II. By unanimous written consent in lieu of a Special Meeting of the Board of Directors of the Corporation dated March 31, 1997, the Directors of the Corporation deemed it advisable and in the best interests of the Corporation to amend the Articles of Incorporation of the Corporation as set forth below, and directed that such form of amendment of the Articles of Incorporation of the Corporation be submitted for consideration and action thereon by the Stockholders of the Corporation.

III. By unanimous written consent in lieu of a Special Meeting of the Stockholders of the Corporation dated March 31, 1997, the sole holder of all of the outstanding shares of capital stock of the Corporation entitled to vote thereon voted in favor of, approved and adopted such amendment of the Articles of Incorporation of the Corporation, and such unanimous vote was sufficient for approval of such amendment.

IV. The Articles of Incorporation are hereby amended by deleting the present Article THIRD in its entirety and inserting in lieu thereof the following:

THIRD: Capital Stock

A. Authorized Shares. The total number of shares that may be issued by the Corporation is one hundred thousand (100,000), of which seventy thousand (70,000) shall be designated "Common Stock" and shall have a par value of Ten Cents (\$.10) per share, and thirty thousand (30,000) shall be designated "Preferred Stock" and shall have a par value of Ten Cents (\$.10) per share. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto. Shareholders shall have no preemptive rights. Cumulative voting shall not be permitted.

B. Preferred Stock. The rights, preferences, restrictions and other matters relating to the Preferred Stock are as follows:

1. Voting Power. Except as may be otherwise provided by law or any other provision of these Articles of Incorporation, the holders of shares of Preferred Stock shall not be entitled to vote on any matters submitted to a vote of the stockholders.

2. Dividends. Except as may be otherwise provided by law or any other provision of these Articles of Incorporation, the holders of shares of Preferred Stock shall have no right or entitlement to dividends.

3. Conversion. No right is granted under these Articles of Incorporation to the holders of Preferred Stock to convert their shares of Preferred Stock into Common Stock or any other security or instrument of the Corporation.

4. Redemption by the Corporation. Except as may be otherwise provided by law or any other provision of these Articles of Incorporation, the Corporation may redeem in full all of the issued and outstanding shares of Preferred Stock at any time prior to the occurrence of an event set forth in Section 5a of this THIRD Article.

5. Liquidation, Dissolution, Change of Control, Sale of Assets.

a. Upon the earliest to occur of the following events:

(i) a merger, consolidation or other form of reorganization to which the Corporation is a party;

(ii) a sale or transfer of all or substantially all of the assets of the Corporation;

(iii) the authorization, issuance or redemption by the Corporation of any shares of capital stock of any class or series, options, warrants or other equity securities or any debentures, promissory notes or other debt instruments which contain equity features;

(iv) the payment of any dividends or other distributions on the Common Stock or any other capital stock or other equity securities of the Corporation;

(v) the grant of any loans or distributions to any third party by the Corporation which exceed One Hundred Thousand Dollars (\$100,000.00) in the aggregate; or

(vi) the liquidation, dissolution, recapitalization or reorganization of the Corporation for any reason or by any means;

then the holders of shares of Preferred Stock shall be entitled before consummation of such transaction and before any distribution or payment is made upon the Common Stock or any other series of Preferred Stock which may hereafter be fixed and designated, to put the shares of Preferred Stock to the Corporation and to compel the Corporation to redeem such shares and, in connection therewith, to receive from the Corporation, for each share of Preferred Stock held, an amount equal to One Thousand Dollars (\$1,000.00) (the "Redemption Price"), such amount to be paid for each share of Preferred Stock to be proportionately adjusted for a division, combination or reclassification of shares of Preferred Stock (the aggregate of payments to holders of Preferred Stock pursuant to this Section B.5.a of this THIRD Article being hereinafter referred to as the "Transaction Payment"). If the net assets of the Corporation to be distributed among the holders of Preferred Stock shall be insufficient to permit payment of the Transaction Payment in full, or for any other reason the Transaction Payment is not made in full, then the transaction giving rise to the foregoing redemption right shall not be effected until and unless such Transaction Payment is made in full or payment of any portion of such Transaction Payment is expressly waived in writing by holders of at least fifty-one percent (51.00%) of the shares of Preferred Stock then outstanding.

b. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation (including a liquidation or dissolution effected in connection with a sale of substantially all of the assets of the Corporation), the holders of shares of Preferred Stock shall be entitled, before any distribution or payment is made upon the Common Stock or any other series of Preferred Stock which may hereafter be fixed and designated, to receive from the net assets of the Corporation (whether capital or surplus) for each share of Preferred Stock held, an amount equal to the Redemption Price (the aggregate of payments to holders of Preferred Stock pursuant to this Section B.5.b of this THIRD Article being hereinafter referred to as the "Liquidation Payment"). After payment in full of the Liquidation Payment, the remaining net assets of the Corporation shall be distributed to the holders of Common Stock or any other series of Preferred Stock in accordance with the provisions of the Articles of Incorporation of the Corporation or designations of Preferred Stock which hereafter may be fixed, and the holders of Preferred Stock shall not participate therein by virtue of holding any shares of Preferred Stock.

6. No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption,

purchase or otherwise shall be reissued, and all such shares shall be cancelled, retired, and eliminated from the shares which the Corporation shall be authorized to issue. The Corporation may from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Preferred Stock accordingly.

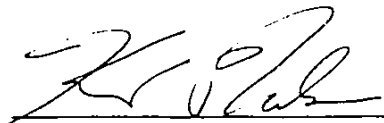
C. Common Stock. The rights, preferences, restrictions and other matters relating to the Common Stock are as follows:

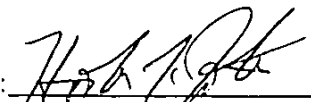
1. Dividend Rights. Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.
2. Liquidation Rights. Upon the liquidation, dissolution or winding up of the corporation, the assets of the corporation shall be distributed as provided in Section B.5 of this THIRD Article.
3. Redemption. The Common Stock is not redeemable.
4. Voting Rights. The holder of each share of Common Stock shall have the right to one vote, and shall be entitled to notice of any shareholders' meeting in accordance with the bylaws of this corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed and executed in its corporate name by Hooks K. Johnston, its Chief Executive Officer, attested by Kenneth T. Nelson, its Secretary, as of the 31st day of March, 1997.

ATTEST:

SYNERGISTIC SOFTWARE
SYSTEMS, INC.

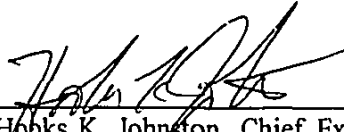

Kenneth T. Nelson, Secretary

By: 
Hooks K. Johnston, Chief
Executive Officer

CERTIFICATE

The undersigned, Chief Executive Officer of Synergistic Software Systems, Inc., a Florida corporation, who executed on behalf of such corporation the foregoing and annexed Articles of Amendment, of which this Certificate is made a part, hereby acknowledges, in the name and on behalf of such corporation, the foregoing Articles of Amendment to be the corporate act of such corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Dated: March 31, 1997



Hooks K. Johnston, Chief Executive
Officer