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TO: DIVISION OF CORPORATIONS   FAX #: (904)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.   ACCT#: 072720000036
CONTACT: CINDA M FARREN
PHONE: (407)843-4600   FAX #: (407)423-4495

NAME: BELL TECHNOLOGIES, INC.
AUDIT NUMBER......H96000018143
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0   PAGES....... 3
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BELL TECHNOLOGIES, INC.

BELL TECHNOLOGIES, INC., a Florida corporation (the "Corporation") by and through its undersigned President and Secretary, files these Articles of Amendment to the Articles of Incorporation of the Corporation:

1. Article FIFTH of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

> "FIFTH: The aggregate number of shares which the corporation shall have authority to issue is: One Million Five Hundred Thousand (1,500,000) common shares, $.01 par value per share. The shares of common stock without par value issued and outstanding on the effective date and time of this Article, shall be and hereby are converted, without any further action, into an identical number of shares of common stock, $.01 par value per share."

2. Article SEVENTH of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

> "SEVENTH: The affairs of the corporation are to be conducted by a Board of Directors of not less than five (5) nor more than twelve (12) members, the number to be set by the directors as provided in the bylaws. The Board of Directors shall have the power to increase or decrease the number of directors on the Board of Directors last approved by Florida law; provided, however, that at no time shall the number of directors be less than five (5) nor more than twelve (12) without amendment of this Article."

3. Except as amended hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

4. The foregoing amendment was adopted by the directors of the Corporation on February 23, 1995, and recommended to the shareholders for approval.

This instrument was prepared by:
James F. Heekin, Jr.
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
Post Office Box 2809
Orlando, Florida 32802-2809
(407)843-4600
Fla. Bar No: 0302694

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5. The amendment was adopted by the holders of a majority of the Corporation's outstanding shares by written consent in lieu of meeting on December 19, 1996, and notice of the action was provided to the remaining shareholders of the Corporation as required by section 607.0704(3), Florida Statutes. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president and secretary of the corporation have executed these Articles of Amendment on December 19, 1996.

Thomas W. Lovelock
Thomas W. Lovelock
Its President

Thomas C. Jamieson
Thomas C. Jamieson
Its Secretary

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WRITTEN CONSENT OF THE MAJORITY SHAREHOLDER OF BELL TECHNOLOGIES, INC. IN LIEU OF SPECIAL MEETING

The undersigned, being the holder of a majority of the outstanding shares of the common stock of Bell Technologies, Inc., a Florida corporation, hereby takes the following actions by written consent in lieu of special meeting of the shareholders pursuant to the provisions of sections 607.0704 and 607.1103, Florida Statutes:

RESOLVED, that, as recommended to the shareholders by the corporation's board of directors, the articles of incorporation of the corporation be amended to (i) authorize the issuance of a total of One Million Five Hundred Thousand (1,500,000) shares of Common Stock having a par value of $.01, and (ii) to adjust the maximum size of the Corporation's board of directors; and further

RESOLVED, that notice of the actions taken by the majority shareholder, together with a copy of the Articles of Amendment accomplishing such actions, be provided to the remaining shareholders within ten (10) days pursuant to Florida law; and further

RESOLVED, that the officers of the corporation are hereby authorized and directed to file the necessary documents with the State of Florida to accomplish the amendments to the articles of incorporation authorized herein, to pay all necessary fees and costs incurred by the corporation attendant to such amendments, and to execute any other documents and take any other actions which are in furtherance of the merger authorized herein.

ADOPTED this 19 day of December, 1996.

GROUP FINANCIAL PARTNERS, INC.

By: ______________________
Jeffrey T. Gill
Its President

[illegible]