

L34656

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

WALKABOUT COMPUTERS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$52.50

AMEND
KRP
1-19

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALKABOUT COMPUTERS, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted: Article THIRD is being amended in its entirety so that it will now read:

"THIRD: The Corporation is authorized to issue two classes of stock, to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares the Corporation is authorized to issue is Eleven Million Five Hundred and Four Thousand Nine Hundred Ninety (11,504,990) shares, of which Eleven Million Five Hundred Thousand (11,500,000) shall be Common Stock, par value of five cents (\$0.05) per share, and Four Thousand Nine Hundred Ninety (4,990) shall be Preferred Stock, par value of five cents (\$0.05) per share."

SECOND: The date of the amendment's adoption is August 31, 2000.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed as of August 31, 2000.

WALKABOUT COMPUTERS, INC.

BY: Phil Marson
Phil Marson, President

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TOTAL P.02