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November 7, 2001

Via UPS Overnight:

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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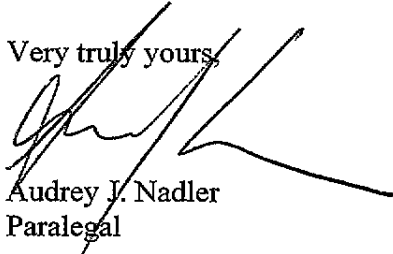
Re: Mergenet Solutions, Inc.

Dear Sir or Madam:

Please find enclosed an original plus two copies of the Amendment to the Articles of Incorporation of Mergenet Solutions, Inc. along with a check for \$ 35.00 representing the filing fee. Please return a stamped copy of the Amendment to the Articles of Incorporation in the self addressed stamped envelope provided.

If you require further information or documentation please do not hesitate to contact the undersigned.

Very truly yours,


Audrey J. Nadler
Paralegal

ajn

Enclosures

Amend.

V SHEPARD NOV 15 2001

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -8 AM 9:27

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF MERGENET SOLUTIONS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -8 AM 9:27

The undersigned President of Mergenet Solutions, Inc. hereby files this amendment to these Articles of Incorporation as follows:

1. Name of Corporation - **Mergenet Solutions, Inc.**
2. **Article III is hereby amended to read as follows:**

**ARTICLE III
SHARES**

The aggregate number of shares of common stock this Corporation shall have the authorization to issue shall be 100,000,000 shares, without par value.

3. Date of Amendment Adoption - November 6, 2001.
4. Shareholder Approval. By written consent, the votes cast were sufficient for approval of the amendments.
5. All other terms of the Articles of Incorporation are hereby ratified in their entirety.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6 day of November, 2001.

Mergenet Solutions, Inc.

By: Bruce Sher

, President

STATE OF FLORIDA) SS:
COUNTY OF BROWARD)

Before me, a notary public, authorized to take acknowledgments in the State and County set forth above personally appeared Bruce Sher, to me personally known, who executed the foregoing Amendment to the Articles of Incorporation and that he acknowledged before me that he executed this Amendment, and who did not take an oath.

In witness where of I have hereunto set my hand and affixed my official seal in the State and County aforesaid on November 6, 2001.

Andrey J. Nadler
Notary Public

Type/Printed Name of Notary Public:

My Commission Expires:

