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April 14, 2000

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Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: CMT Acquisition Corporation

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$43.75 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to
Jeremy P. Ross

/bar
Enclosures
199912.1

Amend

V. SHEPARD APR 28 2000

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DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF CMT ACQUISITION CORPORATION

CMT ACQUISITION CORPORATION, a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation hereby amends its Articles of Incorporation to change authorized capital from 1,000 shares of common voting stock, \$1.00 par value, to 1,000,000 shares of common voting stock, \$.001 par value; and, in that regard, Article IV of the Corporation's Articles of Incorporation is hereby deleted in its entirety and there is substituted in lieu thereof, also to be designated as Article IV, the following material:

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock authorized to be issued by the Corporation shall be 1,000,000 shares of common stock, \$.001 par value (the "Common Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the Common Stock, as well as in the net assets of the corporation upon liquidation or dissolution.

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2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§607.1005 and .1006, Florida Statutes, on April 14, 2000, by the Corporation's sole incorporator, the Corporation having previously issued no shares of capital stock and there consequently being no requirement for shareholder approval.

IN WITNESS WHEREOF, CMT ACQUISITION, INC. has caused these Articles of Amendment to be prepared under the signature of its sole incorporator this 14th day of April 2000.

CMT ACQUISITION CORPORATION,

By: Barbara A. Rowe
Barbara A. Rowe, Incorporator 199877.1

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