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DIGITAL RESOURCE
GROUP, INC.
Leaders in Integration

CENTER POINT BUSINESS PARK
1911 U.S. Highway 301 North
Suite 480
Tampa, Florida 33619-2661

Office: (813) 627-8484
Fax: (813) 627-8787
24 Hour Service Line: (800) 767-6731

October 23, 2000

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

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*****35.00 *****35.00

To Whom It May Concern:

Please find attached Articles of Dissolution for Code Access, Inc. The articles of incorporation were filed on January 19, 1999. Enclosed herewith is check number 1118 in the amount of \$43.75 for filing fee and one certified copy.

We are also submitting Articles of Amendment for Digital Resource Group, Inc. to change the name from Digital Resource Group, Inc. to Code Access, Inc. Enclosed herewith is check number 1119 in the amount of \$35.00 for filing fee.

If the Articles of Dissolution and Articles of Amendment are not in order, please notify us.

Sincerely,

William McKay

William McKay
Incorporator

FILED
00 NOV 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mc
Amend*

S. PAYNE NOV 13 2000



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October 31, 2000

Ms. Susan Payne
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Payne:

I have enclosed the affidavit of William McKay releasing the name Code Access, Inc. to Digital Resource Group, Inc.

Thank you for your assistance in this matter.

Sincerely,



Janet K. Tremblay

Enclosure



AFFIDAVIT

On this 31st day of October 2000 in Tampa, Florida, William McKay, the sole incorporator of Code Access, Inc., a Florida Corporation, which was incorporated January 19, 1999 has hereby elected to voluntarily dissolve Code Access, Inc. effective October 31, 2000 and to immediately file such dissolution papers with the Division of Corporations, State of Florida, Tallahassee, Florida.

Further, Code Access, Inc. releases the name Code Access, Inc. to Digital Resource Group, Inc.

DA M20092023-031-0

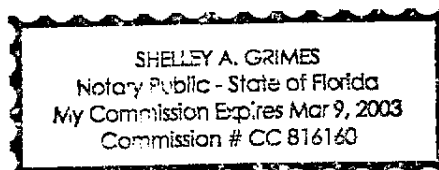
William McKay
William McKay, Incorporator

October 31, 2000
Date

County of Hillsborough
State of Florida

William McKay personally before me appeared and executed this affidavit this 31st day of October 2000 in Tampa, Florida.

Shelley A. Grimes
Notary Public



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 NOV 13 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIGITAL RESOURCE GROUP, INC.
(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I Amended - Name Change

From: DIGITAL RESOURCE GROUP, INC.

To: Code Access, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 23, 2000.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____" voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23rd day of October, 2000.

Signature William McKay
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

William McKay
Typed or printed name

INCORPORATOR
Title