

P 000000075255

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : HAWA CORPORATION
Account Number : I20000000176
Phone : (561) 366-4097
Fax Number : (561) 366-4098

FILED
00 SEP 28 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MEDICAL IMAGING AND STORAGE TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

NC 7/20/00
9/28
6

RECEIVED
00 SEP 28 PM 2:16
DIVISION OF CORPORATIONS

SEPTEMBER 27, 2000

MEDICAL IMAGING AND STORAGE TECHNOLOGIES, INC.
1225 HAVERHILL ROAD
WEST PALM BEACH, FL 33418

SUBJECT: MEDICAL IMAGING AND STORAGE TECHNOLOGIES, INC.
REF: P00000075255

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

YOU FAILED TO MAKE THE CORRECTION(S) REQUESTED IN OUR PREVIOUS LETTER.

THE DATE OF ADOPTION OF EACH AMENDMENT MUST BE INCLUDED IN THE DOCUMENT.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER, WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR DOCUMENT, PLEASE CALL (850) 487-6880.

KAPEN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000050365
LETTER NUMBER: 100A00050896

SEPTEMBER 25, 2000

MEDICAL IMAGING AND STORAGE TECHNOLOGIES, INC.
1225 HAVERHILL ROAD
WEST PALM BEACH, FL 33418

SUBJECT: MEDICAL IMAGING AND STORAGE TECHNOLOGIES, INC.
REF: P00000075255

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER, THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE ELECTRONIC FILING COVER SHEET.

THE NAME DESIGNATED IN YOUR DOCUMENT IS UNAVAILABLE SINCE IT IS THE SAME AS, OR IT IS NOT DISTINGUISHABLE FROM THE NAME OF AN EXISTING ENTITY.

PLEASE SELECT A NEW NAME AND MAKE THE CORRECTION IN ALL APPROPRIATE PLACES. ONE OR MORE MAJOR WORDS MAY BE ADDED TO MAKE THE NAME DISTINGUISHABLE FROM THE ONE PRESENTLY ON FILE.

ADDING "OF FLORIDA" OR "FLORIDA" TO THE END OF A NAME IS NOT ACCEPTABLE.

AMENDMENTS ARE FILED IN COMPLIANCE WITH SECTION 607.1006, FLORIDA STATUTES.

PLEASE EITHER CHANGE THE STATUTE NUMBER TO 607.1006 OR TITLE THE DOCUMENT "RESTATED ARTICLES OF INCORPORATION".

THE DOCUMENT MUST BE SIGNED.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER, WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR DOCUMENT, PLEASE CALL (850) 487-6880.

KAREN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H00000050365
LETTER NUMBER: 700A00050209

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CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
MEDICAL IMAGING AND STORAGE TECHNOLOGIES, INC.

FILED
00 SEP 28 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Medical Imaging and Storage Technologies, Inc. (the "Company").
2. The Company has not received any payment for any of its stock and this certificate of amendment has been duly adopted by the incorporator on September 22, 2000, in accordance with Section 607.1006 of the Florida Business Corporation Act (the "FBCA"). Shareholder action was not required.
3. The Company's Articles of Incorporation shall amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"

Article I - Name

The name of this Company is eCorp, Inc.

"

4. The Company's Articles of Incorporation shall amended by changing Article 5 thereof so that, as amended, said Article shall be and read as follows:

"

Article V - Capital Stock

The total number of shares of stock of all classes and series the Company shall have authority to issue is 55,000,000 shares, consisting of (i) 50,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), and (ii) 5,000,000 shares of preferred stock, par value \$0.001. The preferred stock is subject to issuance by the board of directors in one or more classes or series by the filing of a certificate of designation pursuant to Section 607.0602 of the FBCA. Except as expressly limited by the FBCA, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the board of directors with respect to each class shall include, but not be limited to, determination of the following:

- (i) Whether that class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that class and the distinctive designation of that class;

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(iii) The dividend rate on the shares of that class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that class;

(iv) Whether that class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors shall determine;

(v) Whether or not the shares of that class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that class shall have a sinking fund for the redemption or purchase of shares of that class, and if so, the terms and amount of such sinking fund;

(vii) The rights of the shares of that class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company, and the relative rights of priority, if any, of payment of shares of that class; and

(viii) Any other relative rights, preferences and limitations of that class.

Series A Convertible Preferred Stock.

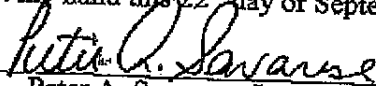
This Company is authorized to issue one (1) share of Series A Convertible Preferred Stock, \$.001 par value ("Preferred A"). The Preferred A share shall have a voting preference providing the holder of the outstanding Preferred A share with a number of votes equal to fifty-one percent (51%) of the number of votes held by the holders of all the then outstanding Fully-Diluted Common Stock (as defined below), except where otherwise may be required by law. The Preferred A share shall convert into a number of shares of Common Stock equal to fifty-one percent (51%) of the then outstanding Fully-Diluted Common Stock at the sole discretion of the holder of the Preferred A at any time preceding an initial public offering of the Company's Common Stock registered under the Securities Act of 1933, as amended, or the closing of a merger with a public company (either an "IPO"); provided; however, that if the Preferred A is still outstanding at the time the Company effects an IPO, the Preferred A shall automatically convert into a number of shares of Common Stock equal to fifty-one percent (51%) of the then outstanding Fully-Diluted Common Stock immediately following the closing of the IPO. Fully-Diluted Common Stock includes the shares of Common Stock which may be issued upon the exercise and/or conversion of all options, warrants, rights and other securities convertible into or exchange for shares of Common Stock of the Company.

Upon conversion as described in the foregoing paragraph, the Preferred A shall become preferred treasury stock without designation until such time as it is reissued by the board pursuant to the and the Company's Articles of Incorporation, as it may be amended from time to time. "

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I, THE UNDERSIGNED, being the sole incorporator, do make these Articles of Amendment, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22th day of September, 2000.


By: Peter A. Savarese, Incorporator

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