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Florida Department of State
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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
SENTELLIGENCE, INC.**

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In compliance with the requirements of the Florida Business Corporation Act, as amended (the "Act"), Sentelligence, Inc., a Florida corporation (the "Corporation"), desiring to amend its Articles of Incorporation, hereby certifies as follows:

FIRST. Name. The name of the Corporation is, and following the amendment effected hereby continues to be, Sentelligence, Inc.

SECOND. Reclassification. Immediately upon the Effective Time (as hereinafter defined), each share of the Corporation's Class B Preferred Stock, par value \$1.00 per share (the "Class B Preferred Stock"), issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the holder thereof, be reclassified and converted into one share of the Corporation's Common Stock, par value \$0.001 per share (the "Common Stock"). In addition, immediately upon the Effective Time, all accrued and unpaid dividends on each such share of Class B Preferred Stock shall, automatically and without any action on the part of the holder thereof, be converted into that number of shares of Common Stock determined by dividing the aggregate amount of such accrued and unpaid dividends by \$1.00. At any time after the Effective Time, each holder of a certificate formerly representing one or more shares of Class B Preferred Stock shall be entitled to receive, upon the surrender thereof to the Corporation duly endorsed or assigned to the Corporation or in blank, without any cost to such holder, a new certificate representing the number of shares of Common Stock into which such shares of Class B Preferred Stock, and all accrued and unpaid dividends thereon, have been converted pursuant hereto (the "Conversion Shares"); provided, however, that until so surrendered, each certificate formerly representing one or more shares of Class B Preferred Stock shall be deemed for all corporate purposes to evidence the ownership of the number of Conversion Shares into which such shares of Class B Preferred Stock have been reclassified and converted pursuant hereto.

THIRD. Amendment of Articles of Incorporation. Article V of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE V

Capital Stock

A. Authorized Number and Classes of Shares.

The total number of shares of capital stock which the Corporation shall have authority to issue is 20,250,000 shares, consisting of 250,000 shares of Class A Preferred Stock, par value \$0.01 per share (the "Class A Preferred Stock"), and 20,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock").

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The preferences, limitations and relative voting and other rights of the shares of the Corporation's capital stock authorized pursuant to this Article V are as follows:

B. Dividends.

(a) The holders of Class A Preferred Stock shall be entitled to share ratably in all dividends or other distributions (other than purchases, redemptions, or other acquisitions of shares by the Corporation), if any, as are declared and paid from time to time on the outstanding shares of Class A Preferred Stock at the discretion of the Board of Directors.

(b) The holders of Common Stock shall be entitled to share ratably in all dividends or other distributions (other than purchases, redemptions, or other acquisitions of shares by the Corporation), if any, as are declared and paid from time to time on the outstanding shares of Common Stock at the discretion of the Board of Directors. No dividends shall be declared or paid, or set apart for payment, on the shares of Common Stock until such time that any dividend that has been declared on the shares of Class A Preferred Stock has been paid in full.

C. Liquidation Rights.

(a) With respect to rights upon liquidation, winding up or dissolution of the Corporation, the shares of Class A Preferred Stock shall rank prior to the shares of Common Stock, to the extent and upon the terms and conditions set forth in this Article V.C. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class A Preferred Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to shareholders and before any distributions in respect of the Common Stock, an amount in cash, securities or other property (valued at its fair market value), or a combination thereof, equal to the aggregate par value of the outstanding shares of Class A Preferred Stock held by them, plus any dividends declared but unpaid thereon (the "Class A Liquidation Preference"). If upon any liquidation, dissolution or winding up of the Corporation, the Class A Liquidation Preference is not paid in full, the holders of Class A Preferred Stock shall share ratably in any such distribution of assets in proportion to the relative numbers of shares of Class A Preferred Stock held by them. After payment of the full amount of the Class A Liquidation Preference, the holders of shares of Series A Preferred Stock shall not be entitled to any further participation in any distribution of assets by the Corporation, and any remaining assets of the Corporation available for distribution to shareholders shall be distributed among the holders of Common Stock ratably in proportion to the relative numbers of shares of Common Stock held by them.

(b) Unless the holders of a majority of the outstanding shares of Class A Preferred Stock elect otherwise by written notice sent to the Corporation at least 10 days prior to the effective date of any such event, for purposes of this Article V.C. a liquidation of the Corporation shall be deemed to have occurred upon the consummation of:

(i) any merger, consolidation, reorganization, recapitalization, reclassification or other transaction or series of related transactions in which either (A) the Corporation is

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a constituent party or (B) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such transaction, in either such case except for any such transaction in which the shares of capital stock of the Corporation outstanding immediately prior to such transaction continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such transaction, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation (provided, that for the purpose of this clause (1), all shares of Common Stock issuable upon exercise or conversion of any options, warrants or convertible securities outstanding immediately prior to such transaction, shall be deemed to be outstanding immediately prior to such transaction and, if applicable, converted or exchanged in such transaction on the same terms as the actual outstanding shares of Common Stock are converted or exchanged); or

(ii) any sale, lease, transfer, license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation, of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole, or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation (it being understood that the sale or other disposition of assets constituting more than 50% of the fair market value of the assets of the Corporation and its subsidiaries taken as a whole shall constitute "substantially all" of the Corporation's assets).

The Corporation shall not have the power to effect any transaction of the type described in this subsection (b) unless the agreement (or plan of merger or consolidation, if applicable) for such transaction provides that the consideration payable to the shareholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with this Article V.C.

D. Voting Rights.

Each outstanding share of Class A Preferred Stock shall entitle the record holder thereof to 100 votes on all matters submitted to a vote of the shareholders of the Corporation. Each outstanding share of Common Stock shall entitle the record holder thereof to one vote on all matters submitted to a vote of the shareholders of the Corporation; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to these Articles of Incorporation that relates solely to the terms of the Class A Preferred Stock if the holders of Class A Preferred Stock are entitled to vote thereon as a separate voting group pursuant to the Act. Except as otherwise required by law or the proviso of the preceding sentence, the holders of Class A Preferred Stock shall vote together with the holders of Common Stock as a single voting group.

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E. No Conversion Rights.

The shares of Class A Preferred Stock shall not be convertible into Common Stock."

FOURTH. Date and Manner of Adoption. On December 14, 2011, the Board of Directors of the Corporation duly adopted resolutions approving the foregoing reclassification and amendments and recommending that they be submitted to a vote of the shareholders of the Corporation. By written consents of shareholders effective as of December 28, 2001, the foregoing reclassification and amendments were approved by the holders of a majority of the outstanding stock entitled to vote thereon, and a majority of the outstanding stock of each class entitled to vote thereon as a separate voting group, in accordance with the applicable requirements of the Act. The holders of the Class B Preferred Stock and the holders of the Common Stock were entitled to vote separately on the reclassification and amendments as separate voting groups, and the number of votes cast for the reclassification and amendment by the shareholders in each voting group was sufficient for approval by that voting group.

FIFTH. Effective Time. The effective time of the reclassification and amendments hereby effected (the "Effective Time") shall be immediately upon the date and time at which these Articles of Amendment are filed with the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed on its behalf by the undersigned duly authorized officer as of December 14, 2011.

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SENTELLIGENCE, INC.

By 

Robert S. Qualls
President

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