

P010000 9/738

CERES SYSTEMS

**1915 Harrison Street, Hollywood, Florida 33020
(954) 920-7775**

October 4, 2001

Anna Chestnut
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Name change for Ceres Systems of South Florida, Inc.

Dear Anna,

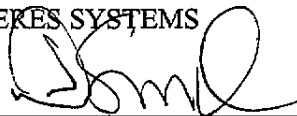
As per your conversation with Natalie today, enclosed please find the documents for our Corporate Name change, You will also find a check for \$35.00 for the adjustment and a check for \$8.75 for a Certified Copy.

I have enclosed a Federal Express Airbill, for your convenience, to send back the Certification.

Thank you for your assistance and your timeliness. Natalie will be calling you tomorrow to make sure that you have everything you need.

Very truly yours,

CERES SYSTEMS



David S. McKean
President

DSM:ng

600004625186--8
-10/05/01--01053--006
*****35.00 *****35.00

600004625186--8
-10/05/01--01053--006
*****8.75 *****8.75

600004625186--8
-10/05/01--01053--007
*****8.75 *****8.75

FILED
01 OCT -5 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERES SYSTEMS

1915 Harrison Street, Hollywood, Florida 33020

(954) 920-7775

September 25, 2001

Division of Corporations
Attention: Amendments
P.O. Box 6327
Tallahassee, Florida 32314

RE: Ceres Systems of South Florida, Inc.
Document #: P01000091738

Gentlemen:

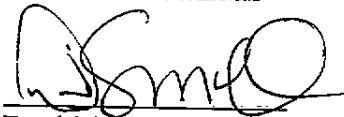
Enclosed please find the Articles of Amendment for the above referenced corporation changing the name to:

CERES SYSTEMS AND SOLUTIONS, INC.

If you have any questions regarding the above or the enclosed, please do not hesitate to contact me.

Very truly yours,

CERES SYSTEMS



David S. McKean
President

DSM/ms

**Articles of Amendment
Of
Ceres Systems of South Florida, Inc.**

Pursuant to Florida Statutes, the following is submitted:

1. The name of this organization is Ceres Systems of South Florida, Inc.
2. The Articles of Incorporation are amended by striking the name **Ceres Systems of South Florida, Inc.** from Article I and inserting in place thereof the following:

Ceres Systems and Solutions, Inc.

3. The foregoing amendment was adopted by a unanimous vote of the members of the Board of Directors present at the Board of Directors meeting, pursuant to Florida Statutes, on the 17th day of September, 2001.
4. The foregoing amendment was adopted by a unanimous vote of the Stockholders present at the Board of Directors meeting pursuant to Florida Statutes, on the 17th day of September, 2001.
5. There are no other Stockholders or Directors entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation has executed these Articles of Amendment this 17th day of September, 2001.

DAVID S. MCKEAN
President & Secretary

STATE OF FLORIDA ()
(ss:)
COUNTY OF BROWARD ()

The foregoing instrument was acknowledged before me the day and year last above written by DAVID S. MCKEAN (personally known), President and Secretary of the above-named Florida corporation, on behalf of the Corporation.



Natalie G. Lay
Commission # DD 029505
Expires June 9, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

My Commission Expires: