

P02000014239



CARDWERKS

August 3, 2002

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

900006967749--1
-08/08/02--01012--004
*****35.00 *****35.00

Re: Articles of Amendment to Cardwerks, Inc.

900006967749--1
-08/08/02--01012--005
*****8.75 *****8.75

Dear Sirs:

Please find enclosed herewith check #1041 in the amount of \$35.00, check #1042 in the amount of \$8.75 and two copies of "Articles of Amendment to Articles of Incorporation of Cardwerks, Inc.". Please file same in your usual manner and return a certified copy to my attention at the address shown below.

Should you have any questions, you may reach me by e-mail at ben.stolz@callwerks.com or by phone at (941) 966-2437.

Thank you in advance for your courtesy.

Regards,

Benjamin A. Stolz

President

BAS:ms

NC
T. Lewis 8/7/02

FILED
02 AUG -7 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARDWERKS, INC.

FILED
02 AUG -7 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Cardwerks, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation, as originally filed on February 7, 2002:

Article I is hereby deleted in its entirety and replaced with the following:

"ARTICLE I
Name

The name of the Corporation is: Callwerks, Inc."

The foregoing amendment to the Corporation's Articles of Incorporation was adopted and approved by the Board of Directors and the shareholders of the Corporation by joint unanimous written consent effective August 3, 2002, and the number of votes cast for the amendment were sufficient for approval.

The foregoing amendment to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to the Article's of Incorporation with the Florida Department of State.

The undersigned officer of the Corporation has executed this Amendment to the Articles of Incorporation this 3rd day of August, 2002.

CARDWERKS, INC.



By: Benjamin A. Stolz
Title: President