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BASIC AMENDMENT

CALLMINER, INC.

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PLEASE DELIVER TO:

NAME	FIRM	FACSIMILE #:	CONFIRMATION #.
1. Division of Corporations	Florida Dept. of State	850-205-0380	
RE: CallMiner, Inc. (Document No. P02000079037)			

Please file the attached First Amendment to Amended and Restated Articles of Incorporation regarding the above-referenced Florida corporation.

We have requested a certificate of status and certified copy of same.

Thank you.

From: Jennifer J. Nogalski, Esq. Phone No. 239-593-2970

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**FIRST AMENDMENT TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF CALLMINER, INC.**

This First Amendment to Amended and Restated Articles of Incorporation of CallMiner, Inc. (the "Corporation"), a Florida corporation, were duly approved and adopted by the Corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act by a written consent of the directors of the Corporation dated as of December 23, 2004 and a written consent of shareholders of the Corporation dated as of December 23, 2004, to be effective on filing with the Florida Department of State. The number of votes cast for the amendment by the shareholders as a single class and by the holders of Common Stock and Series A Preferred Stock, each as a separate class, was sufficient for approval.

FIRST: The Corporation's name is: **CallMiner, Inc.**

SECOND: The initial paragraph of Article Fourth, Section C of the Corporation's Amended and Restated Articles of Incorporation is deleted in its entirety and replaced with the following:

19,612,500 shares of the authorized Preferred Stock of the Corporation are designated "Series A Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the Corporation caused this First Amendment to Amended and Restated Articles of Incorporation to be executed on December 27, 2004.

CALLMINER, INC.

By 
Kim C. Brown, Secretary