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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Solstice Enterprise Software, Inc.

DOCUMENT NUMBER: P04000127097

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gavin R. Packard
(Name of Contact Person)

Solstice Enterprise Software, Inc.
(Firm/ Company)

2330 Woodbend Circle
(Address)

New Port Richey, FL 34655
(City/ State and Zip Code)

For further information concerning this matter, please call:

Vickie M. Engerer (Name of Contact Person) at (727) 480-5014 (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ $35 Filing Fee

☐ $43.75 Filing Fee & Certificate of Status

☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

☑ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Solstice Enterprise Software, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

P04000127097
(Document number of corporation (if known)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

Please change article number 7.0.1.

Article 7.0.1 currently reads:

The number of shares of stock that the Corporation is authorized to have outstanding is Ten Thousand (10,000),all of which shall be common shares with par value One Dollar ($1.00).

Amended article 7.0.1 should read:

The number of shares of stock that the Corporation is authorized to have outstanding is Five Hundred Thousand (500,000), all of which shall be common shares with par value One Dollar ($1.00).

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

See attached certified breakdown of share distribution.

(continued)

SOLSTICE

Solstice Enterprise Software, Inc.
Board Meeting

Date: 12/30/2005, 5:00 p.m.
Board members in attendance: Gavin Packard, Sean Wright, Lisa Wright, Brian Acord (by telephone)

The Chairman of the Board, Gavin Packard, called the meeting to order.

Gavin Packard motioned to set aside the the by-law requiring a 2 week notification of a board meeting for the purpose of approving a new share schedule for the company in anticipation of securing an unsecured line of credit for the company with Wachovia Bank.

The motion was seconded.

The motion was unanimously approved.

The schedule of shares had been previously reviewed with all Board members. Its allocations are based on performance, investment and founders' effort made during 2005 and 2004. In keeping with the proposed schedule, Gavin Packard proposed to raise the number of shares to 338,420, the aggregate total as proposed per the schedule.

Brian Acord suggested, and then motioned, to raise the number of shares to 500,000 and issue 338,420, as agreed. The table below describes the new distribution of shares:

Name	Shares	Percent
Gavin Packard	184,670	54.57%
Sean Wright	100,250	29.62%
Vickie Engerer	26,600	7.86%
Brian Acord	16,400	4.85%
Lisa Wright	3,450	1.02%
John Buisson	3,400	1.00%
Donna Breejen	3,400	1.00%
Barbara Packard	250	0.07%
Total	**338,420**	**100.00%**

The motion was seconded.

The motion was unanimously approved.

A motion was made to adjourn the meeting. The motion was a seconded, unanimously passed and the meeting was adjourned until the next regularly scheduled meeting.

The date of each amendment(s) adoption: December 30, 2005

Effective date if applicable: ~~~~~~~~

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."

(voting group)

☑ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature ______________________

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gavin R. Packard

(Typed or printed name of person signing)

Chief Executive Officer/Director

(Title of person signing)

FILING FEE: $35