

OpenROUTE®
Networks, Inc.

P11419

Division of Corporations
Annual Report Reinstatement
P.O. Box 6327
Tallahassee, FL

300002814293--0
-03/22/99--01002--016
*****35.00 *****35.00

Dear Sir,

We are enclosing a replacement check for one we sent you on June 24th. Our bank still indicated this check as , so we have stopped payment and re-issued a new one.

If you should have any questions, please feel free to call me.

Sincerely,

Cathy Quinn
Senior Staff Accountant

FILED
99 MAR 22 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC Amend
SP 3/23/99



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 21, 1998

PROTEON, INC.
NINE TECHNOLOGY DR
WESTBOROUGH, MA 01581 US

SUBJECT: PROTEON, INC.
Ref. Number: P11419

We have received your document for PROTEON, INC. and check(s) totaling \$550.00. However, your check(s) and document are being returned for the following:

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated.

The amendment filing fee is \$35.

Attached

The signature(s) on the report must be original and in ink. A photocopy or stamped signature is not acceptable.

attached

Please note that an additional \$150 must be submitted to cover the fees for the year 1999 if your reinstatement is not returned prior to January 1, 1999.

If you have any questions concerning the filing of your document, please call (850) 487-6059.

Tyrone Scott
Document Specialist

Letter Number: 798A00059696

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

Date authorized to do business in Florida _____

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

If the amendment changes the period of duration, indicate new period of duration.

New Duration

If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Title

SECRETARY,
TALLAHASSEE, FLA.

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

We, Daniel J. Capone, Jr., "President / ~~Vice-President~~

and Steven T. Shedd, "Clerk / ~~Assistant Clerk~~

of Proteon, Inc.

(Exact name of corporation)

located at 9 Technology Drive, Westborough, MA 01581

(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

1
(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on June 10, 19 98, by vote of:

13,238,841 shares of common stock of 15,296,857 shares outstanding.
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

_____ shares of _____ of _____ shares outstanding.
(type, class & series, if any)

being at least a majority of each type, class or series outstanding and entitled to vote thereon; ~~and being at least a majority of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby.~~

VOTED: To change the name of the corporation to

OpenROUTE Networks, Inc.

*Delete the inapplicable words.

**Delete the inapplicable clause

For amendments adopted pursuant to Chapter 156B, Section 70

For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

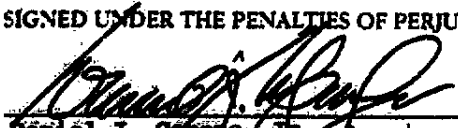
Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

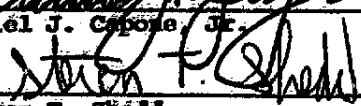
The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this 10th day of June, 19 98


Daniel J. Capone, Jr.

_____, *President / ~~VICE PRESIDENT~~


Steven T. Shedd

_____, *Clerk / ~~SECRETARY~~

**Delete the inapplicable words.*

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 12th day of June 19 98.

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

SECRETARY OF
THE COMMONWEALTH

98 JUN 12 PM 1:37

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Anne L. Tully, Esquire

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P. C.

One Financial Center, Boston, MA 02111

