

P92000003272

LAWRENCE H. KATZ

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(407) 539-1811
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MEMBER OF FLORIDA
AND D.C. BARS

FED. I.D. #09-3436543

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JUN 22 AM 8:58

May 24, 2000

Florida Department of State
Amendment Division
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-05/26/00--01115--014
*****87.50 *****43.75

Re: REM SYSTEMS, INC.

Dear Ladies:

Enclosed please find two dupliate original executed Articles of Amendment to Articles of Incorporation of REM SYSTEMS, INC., whereby REM SYSTEMS, INC., changes its name to AB SYSTEMS, INC.. Also included is Application by Foreign for Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for REM OFFICE SYSTEMS, INC., a Pennsylvania Corporation, whereby REM OFFICE SYSTEMS, INC., changes its corporate name to REM SYSTEMS, INC.. These need to be file simulatenously with the Articles of Amendment to Articles of Incorporation being filed first and then the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida filed immediately thereafter.

I have enclosed my Trust Account check in the amount of \$87.50 to cover filing fees for each document @ \$35.00 and \$17.50 to cover certified copy of each document @ \$8.75. Once the documents have been recorded, please return the copies to me using the enclosed self-addressed stamped envelope. If you have any questions, please do not hesitate to call the office.

Yours very truly,



Lawrence H. Katz

LHrb

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N/C

V. SHEPARD JUN 26 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2000

Lawrence H. Katz, Esquire
341 North Maitland Avenue
Maitland, FL 32751

SUBJECT: REM SYSTEMS INC.
Ref. Number: P92000003272

We have received your document for REM SYSTEMS INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

This name change will not be filed until the Application by Foreign Profit Corporation can be filed for REM OFFICE SYSTEMS, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 100A00032249

Rec'd 6/22

LAWRENCE H. KATZ

ATTORNEY AT LAW, P. A.

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MAITLAND, FLORIDA 32751

(407) 539-1811

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MEMBER OF FLORIDA
AND D. C. BARS

FED. I. D. # 59-3436548

June 21, 2000

Louise Flemming-Jackson
C/O Florida Department of State
Amendment Division
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: REM SYSTEMS, INC.

Dear Ms. Flemming-Jackson:

Enclosed please find previously forwarded documents which you returned because we failed to include the certificate from the State of Pennsylvania. I now enclose the original documents along with the original, duly executed certificate from the State of Pennsylvania and my Trust account check in the amount of \$43.75 to cover filing fee and certified copy of the State of Pennsylvania document. You have retained the previous \$87.50 forwarded by us. Once the documents have been recorded, please return the copies to me using the enclosed self-addressed stamped envelope. If you have any questions, please do not hesitate to call the office.

Yours very truly,



Lawrence H. Katz

LHK\rb
agreements\rem\letter.state

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
REM SYSTEMS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 22 AM 8:58

ARTICLE I of the Articles of Incorporation of REM SYSTEMS, INC., is amended to read as follows:

ARTICLE I

NAME OF CORPORATION

1. The name of the Corporation shall be A B SYSTEMS, INC..
2. The foregoing Amendment was adopted unanimously by the Shareholders and Directors of this Corporation on the 12 day of April, 2000.

J. Marie Barr
Witness

Jean Marie Barr
Witness Printed Name

Barbara J. Trough
Witness

Barbara J. Trough
Witness Printed Name

Robert E. Marquette II
Robert E. Marquette II, President

(CORPORATE SEAL)
REM SYSTEMS INC.
SEAL
INCORPORATED
NOVEMBER 4, 1992

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before on this 17 day of April, 2000, by Robert E. Marquette II, as President for REM Systems, Inc..

J. Marie Barr
Notary Signature

Notary Printed Name

Personally Know or Produced Identification
Type of Identification Produced _____



CERTIFICATE

I, ROBERT E. MARQUETTE II, Secretary of REM SYSTEMS, INC., a Florida Corporation, do hereby certify that on the 17 day of April, 2000, by unanimous written consent of the Shareholders and Board of Directors of the said Corporation, the following resolution was unanimously adopted:

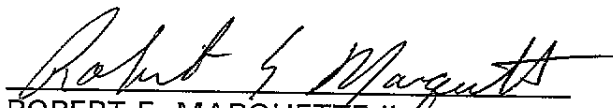
RESOLVED, that the name of this Corporation be amended to A B SYSTEMS, INC., and that Article I of the Articles of Incorporation be amended as follows:

ARTICLE I
NAME

The name of this Corporation shall be A B SYSTEMS, INC., a Florida Corporation.

and, the officers of this Corporation be and the same are hereby authorized and directed to execute any and all documents necessary to cause the name of this Corporation to be changed as provided for in this resolution.

Dated this 17 day of April, 2000.


ROBERT E. MARQUETTE II, as
Secretary of REM SYSTEMS, INC.