

P43000040284

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PLEASE REPLY TO: ORLANDO

FILED
97 MAR 24 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 20, 1997

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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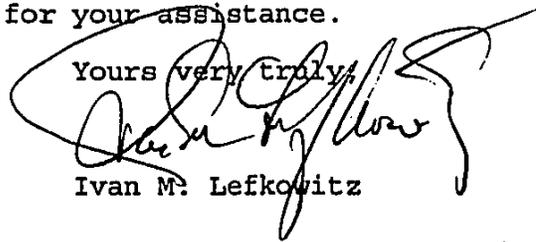
Re: C E S Acquisitions Corp.
Effective Date: March 20, 1997

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation, changing the name to C E S Wireless Technologies Corp. Also enclosed is a check in the amount of \$87.50 to cover the \$35.00 filing fee and the \$52.50 necessary for a certified copy.

Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to my office at your earliest convenience.

Thank you in advance for your assistance.

Yours very truly,

Ivan M. Lefkowitz

IML:sr
Enclosures

cc: William Mercurio, President
Pat Lohan, Vice President

N/C

V8 MAR 26 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
C E S ACQUISITION CORP.

FILED
97 MAR 24 AM 8:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

C E S ACQUISITION CORP., a corporation organized and existing under the laws of the State of Florida, under certificate number P93000040284, filed in the office of the Secretary of State on June 4, 1993, hereby certifies as follows:

1. By written action dated the 20th day of MARCH, 1997, the Board of Directors and Shareholders of the corporation adopted the following resolutions:

RESOLVED, that the Certificate of Incorporation of C E S ACQUISITION CORP., be amended so as to change the name of the corporation to C E S WIRELESS TECHNOLOGIES CORP., and that Article I shall be amended to read:

"The name of the corporation shall be C E S WIRELESS TECHNOLOGIES CORP."

2. These Articles of Amendment were approved by all of the directors of the corporation and by shareholders representing a majority of the issued and outstanding shares.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 20th day of MARCH, 1997.

C E S ACQUISITION CORP.

By: _____

Vice President

Patrick Kohan

(CORPORATE SEAL)