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MARILYN HOEY HOWARD  
ATTORNEY AT LAW

FILED

01 APR 18 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 16, 2001

Florida Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-04/18/01--01085--011  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

**RE: ARTICLES OF AMENDMENT**

Dear Sir or Madam:

Enclosed are Articles of Amendment for AbsoluteValue Software, Inc., a Florida corporation. I also enclose a check for \$52.50, for the filing fee and two certified copies. Please contact me at 321 724-0546 with any questions. The certified copies may be returned to me at 2552 King Street NE, Palm Bay, FL 32905.

Thank you for your time and attention to this matter.

Sincerely,

*Marilyn H. Howard*

Marilyn H. Howard  
Attorney At Law

*NC Amend  
4-26-01  
MHS*

ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
OF ABSOLUTEVALUE SOFTWARE, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following Articles are amended as follows:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is AbsoluteValue Systems, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 715-D North Drive, Melbourne, FL 32934-9244.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is fifty thousand (50,000) shares of common stock, having a par value of One Cent (\$.01) per share.

SECOND:

The sole director of the Corporation approved a resolution amending Articles I, II, and IV of the Articles of Incorporation, and taking other action, by written consent dated December 29, 2000, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and the sole shareholder of the Corporation approved said resolution, also by written consent, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy in pertinent part of the resolutions amending Articles I, II, and IV of the Articles of Incorporation:

RESOLVED, that Articles I, II, and IV of the Articles of Incorporation of the Corporation be amended in their entirety to read as follows:

"ARTICLE I - NAME OF CORPORATION

The name of the corporation is AbsoluteValue Systems, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 715-D North Drive, Melbourne, FL 32934-9244.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is fifty thousand (50,000) shares of common stock, having a par value of One Cent (\$.01) per share."

RESOLVED FURTHER, the 500 shares of capital stock of the Corporation issued to Mark S. Mathews shall be cancelled as of January 1, 2001, and replaced with stock issued by direction of the sole director by written consent dated December 29, 2000.

THIRD:

This Amendment was adopted December 29, 2000.

Dated this 29<sup>th</sup> of December, 2000.

AbsoluteValue Software, Inc.

By:   
Mark S. Mathews, President