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**CARLILE PATCHEN & MURPHY LLP**  
ATTORNEYS AT LAW

August 5, 1998

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

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-08/17/98--01100--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Tendasoft, Inc. -  
Amendment of Articles of  
Incorporation

Dear Sir or Madam:

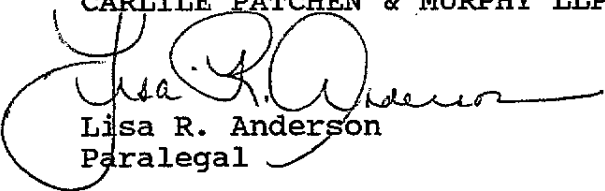
Enclosed please find an Amendment to the Articles of Incorporation of the above-captioned corporation. Also enclosed is our check in the amount of \$35.00 to cover the filing fees related to this transaction.

To verify receipt of this document, please time-stamp the enclosed, additional copy of the Amendment, and forward it to me in the enclosed, self-addressed envelope.

Thank you for your time and attention to this matter. Should you have any questions, or require any additional information, please feel free to contact me at 1-800-666-2762.

Very truly yours,

CARLILE PATCHEN & MURPHY LLP

  
Lisa R. Anderson  
Paralegal

VS AUG 24 1998

LRA/LRA/309619  
078152.001  
enclosures  
cc: Michael A. Smith, Esq.

*Amend*

AMENDED ARTICLES OF INCORPORATION  
OF  
TENDASOFT, INC.

FILED  
98 AUG 17 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the Amended Articles of Incorporation as set forth below.

The Amended Articles of Incorporation were approved by an action at a meeting of the shareholders of the Corporation and dated July 27, 1998.

Article III. Shares is amended to read as follows:

ARTICLE III. SHARES

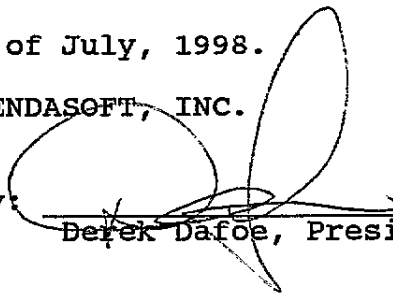
The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Two Million (2,000,000) all of which shall be shares of common stock with no par value of which One Million Five hundred Thousand (1,500,000) shall be designated Class A common and Five Hundred Thousand (500,000) shall be designated Class B common.

The remainder of Article III shall remain the same as set forth in the Corporation's Articles of Incorporation dated September 8, 1993.

Signed this 27 day of July, 1998.

TENDASOFT, INC.

By:

  
Derek Dafoe, President