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August 21, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-08/23/00--01076--022
*****87.50 *****43.75

Re: Convergent Digital Systems, Inc.

Gentlemen:

I am enclosing the original and one copy of the Articles of Amendment for the above-referenced corporation along with this firm's check in the amount of $87.50 which amount represents the following:

Item	Amount
Amendment Filing Fee	$35.00
Certified Copy Fee	$52.50
Total	$87.50

When you have issued the certified copy, please return it to my office. If you should have any questions, please contact me.

Sincerely,

GILES & ROBINSON, P.A.

John J. Reid

JJR/ab
enclosures

ARTICLES OF AMENDMENT
OF
CONVERGENT DIGITAL SYSTEMS, INC.

1. The name of the corporation is Convergent Digital Systems, Inc.

2. Article V of the Articles of Incorporation of Convergent Digital Systems, Inc. is hereby amended to read as follows:

ARTICLE V
CAPITAL STRUCTURE

5.1   Common Stock. The aggregate number of shares of common stock which the corporation shall have authority to issue is 100,000,000, with par value of $.0002 per share.

5.2   Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 25,000,000, with par value of $.0002 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of Preferred Stock, 15,000,000 shares are hereby designated "Series A Convertible Preferred Stock". The balance of the shares of authorized Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

The rights, preferences, privileges, restrictions and other matters relating to the Series A Convertible Preferred Stock, (the "Series A Preferred Stock") are as follows:

(a)   Dividends; Antidilution

(i)   Dividends. The holders of the outstanding Series A Preferred Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash before any dividend of equal or lesser amount is paid on the Common Stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the Common Stock, and shall be payable only when and if declared by the Board of Directors.

(ii)   Antidilution. If, whenever shares of Preferred Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of

Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Preferred Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(b)   Liquidation Preference of the Series A Preferred Stock.   In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a Liquidation (a "Liquidation"), the holder of the Series A Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount equal to $0.20 per share of Series A Preferred Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "Preferred Amount").

(i)   Consolidation, Merger, etc. A consolidation, merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a Liquidation.

(c)   Voting Rights.

(i)   Generally. Except as otherwise expressly provided herein, or as required by law, the holder of each share of Series A Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(d)   Conversion. The holders of Series A Preferred Stock shall have conversion rights as follows (the "Conversion Rights"):

(i)   Right To Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share,

at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Common Stock, subject to the proportionate adjustments set forth in Section 4.2(a)(ii).
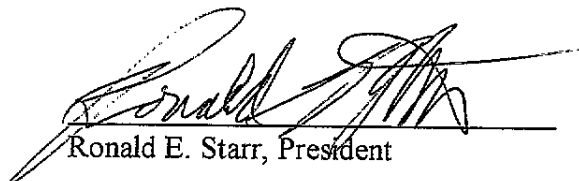
(ii)   Automatic Conversion.   Each share of Series A Preferred Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section 4.2(a)(ii), immediately upon the closing of the Corporation's initial public offering.

(e)   Registration and Lock-Up.

(i)   Registration. The shares of Common Stock underlying the Series A Preferred Stock have piggyback registration rights in the event of a public offering, not the Corporation's initial public offering, of the Corporation's Common Stock where such public offering is initiated by the Corporation.

(ii)   Lock-Up. The Series A Preferred Stock shall be subject to a lock-up period immediately following the public offering of the Corporation's Common Stock, for up to 180 days, as determined by the Board of Directors.

3. The foregoing amendment was adopted by the Board of Directors and a majority of the Shareholders of this Corporation on _Aug 8_____, 2000. The number of shareholder votes cast was sufficient to approve the amendment.

Ronald E. Starr, President