

JUL-01-1998 10:41

GUNSTER YAKLEY

01/24

P94000023744

6/22/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H98000011603 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: GUNSTER, YAKLEY, ET AL. (FT. LAUDERDALE)
CONTACT: MARY BLACKFORD CHERRY
PHONE: (561)650-0728

ACCT#: 076117000420

FAX #: (954)523-1722

NAME: DALEEN TECHNOLOGIES, INC.
AUDIT NUMBER.....H98000011603
DOC TYPE.....BASIC AMENDMENT
CERT. OF

1. MENU. 3. PARTNERS. 4. EVENTS. 5. NAMES. 7. LIST. 8. NEXT. 9. PREV

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 JUL -1 AM 11:01
DIVISION OF CORPORATIONS

Amend

Dec 7/1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1998

DALEEN TECHNOLOGIES, INC.
902 CLINT MOORE ROAD
SUITE 230
BOCA RATON, FL 33487

SUBJECT: DALEEN TECHNOLOGIES, INC.
REF: P94000023744

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The second page of the document is illegible and no acceptable for microfilming.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6900.

Melinda Lilliston
Administrative Assistant II

FAX Aud. #: H98000011603
Letter Number: 998A00034433

*originally
designated -
no
change*

JUN-22-1998 16:25

GUNSTER YORAKLEY

P.01/03

6/22/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H98000011603 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)522-4000

FROM: GUNSTER, YORAKLEY, ET AL, (FT. LAUDERDALE)
CONTACT: MARY BLACKFORD CHERRY
PHONE: (561)860-0728

ACCT#: 078117000420

FAX #: (954)523-1722

NAME: DALEEN TECHNOLOGIES, INC.
AUDIT NUMBER.....H98000011603
DOC TYPE.....BASIC AMENDMENT
CERT. OF

1. MENU. 3. PARTNERS. 4. EVENTS. 6. NAMES. 7. LIST. 8. NEXT. 9. PREV

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DIVISION OF CORPORATIONS

JUN-26-1998 13:38

GUNSTER YOKLEY

P.01/04

6/22/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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((H98000011603 1))

TO, DIVISION OF CORPORATIONS

FAX #, (850)922-4000

FROM, GUNSTER, YOKLEY, ET AL. (FT. LAUDERDALE)
CONTACT, MARY BLACKFORD CHERRY
PHONE, (561)650-0728

ACCT#, 076117000420

FAX #, (954)523-1722

NAME, DALEEN TECHNOLOGIES, INC.
AUDIT NUMBER.....H98000011603
DOC TYPE.....BASIC AMENDMENT
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98 JUN 26 PM 1:50
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DALEEN TECHNOLOGIES, INC.

FILED
98 JUL -1 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, Daleen Technologies, Inc., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

Article VII Number of Directors: Vacancies and Removal is hereby amended to read:

A. The initial number of directors of the Corporation shall be one (1). The number of directors shall be established and remain at eight (8).

B. A director shall hold office until the annual meeting for the year in which his term expires and until his successors shall be elected and shall qualify, subject, however, to the director's prior death, resignation, retirement, disqualification or removal from office. Pursuant to applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0804 of the Florida Statutes), as the same may be amended from time to time, there shall be elected to the Board (a) three (3) persons nominated by the holders of a majority of the outstanding shares of Series A Preferred or shares of Common Stock issued upon conversion of the Series A Preferred (the "Series A Preferred Directors"), (b) one (1) persons nominated by the holders of a majority of the outstanding shares of Series D Preferred or shares of Common Stock issued upon conversion of the Series D Preferred (the "Series D Preferred Directors" and together with the Series A Directors, the "Investment Directors") and (c) three (3) persons nominated by the holders of a majority of the then outstanding shares of Common Stock other than the shares of the Series A Preferred and the Series D Preferred converted to the Common Stock (the "Common Stock Directors"). In the event of any vacancy on the Board of Directors, howsoever occurring, the resulting vacancy on the Board shall be filled by a representative who shall be a new Investment Director or Common Stock Director designated in the same manner as such other Investment Director or Common Stock Director.

C. Any Investment Director or Common Stock Director, may be removed from office at any time, with or without cause, and only by the affirmative vote of the holders of at least a majority (50%) of the voting power of persons with the right of elect

such Investment Director or Common Stock Director and under no other circumstances.

D. Any committees of the Board or a Sub Board shall be created only upon approval of a majority of the Board including the Investment Directors and the composition of each such committee (if any) shall be proportionately equivalent to that of the Board. However, the Board retains the right to waive or adjust the composition of any committee of the Board or a Sub Board at their sole discretion.

E. Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

This Amendment was approved by a majority of the directors and a majority of the shareholders on June 18, 1998 in accordance with Section 607.1006, Florida Statutes, which was sufficient for approval.

Dated: June 18, 1998.

Daleen Technologies, Inc.,
a Florida corporation

By: 

Name: Richard A. Schell

Title: Secretary/Treasurer

V.P. Finance/CFO