

FROM

(TUE) 12. 21 ' 99 16:06/ST. 16:05/NO. 4260823443 P. 1

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

MULTITECH BROKERAGE SOLUTIONS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	02
Estimated Charge	\$43.75

AMEND
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12/22

FROM

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MULTITECH BROKERAGE SOLUTIONS, INC.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

**SERIES A COMMON STOCK, \$0.001 PAR VALUE
DESIGNATION OF PREFERENCES, RIGHTS, AND LIMITATIONS**

Pursuant to Sections 607.0602, 607.1002, and 607.1006 of the Florida Business Corporation Act (the "FBCA"), MultiTech Brokerage Solutions, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: Pursuant to the authority of the Board of Directors of the Corporation pursuant to Article V of its Articles of Incorporation of the Corporation and Section 607.0602 of the FBCA, the Board of Directors of the Corporation, by resolutions duly adopted effective as of December 6, 1999 has classified 60,000 shares of the authorized but unissued Common Stock, par value \$.001 per share ("Series A Common Stock"), as a separate series of Common Stock, authorized the issuance of a maximum of 60,000 shares of Series A Common Stock, and set the preferences, rights, limitations, and other terms and conditions of the Series A Common Stock. Approval of the shareholders of the Corporation was not required.

SECOND: Section 5(iii) of the designation of the Series A Common Stock of the Corporation created by the resolutions duly adopted by the Board of Directors of the Corporation is hereby amended to read as follows:

5. **Conversion Rights.** The Series A Common Stock shall convert into shares of Common Stock as follows:

- iii. **Number of Shares to be Received upon Automatic Conversion.** The number of shares of Common Stock which a holder of Series A Common Stock shall be entitled to receive upon conversion shall be (x) the number of shares of Series A Common Stock being converted multiplied by the greater of (i) \$5 or (ii) the number determined pursuant to the formula set forth in Schedule 3.3 of the Agreement and Plan of Merger dated December 6, 1999, among the Corporation, American Brokerage Consultants, Inc., MultiTech Acquisition A Co., and Richard A. Ayotte and Thomas J. McCluskey (the "Series A Conversion Rate") divided by (y) the price per Common Share in the Initial Public Offering or the Change of Control transaction. The calculation of Series A Conversion Rate will be made by the Board of Directors of the Corporation and such calculation shall be final.

THIRD: These Articles of Amendment have been approved by the Board of Directors of the Corporation in the manner and by the vote required by the FBCA.

Steven W. Vazquez, Esquire
Florida Bar # 0003042
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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IN WITNESS WHEREOF, the Corporation has caused these Articles of
Amendment to be executed effective as of December 6, 1999.

MULTITECH BROKERAGE SOLUTIONS, INC.

By: 

Frank J. McParland
President and Chief Executive Officer

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