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AMENDMENTS

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- [x] Amendment
- [ ] Resignation of R.A., Officer/Director
- [ ] Change of Registered Agent
- [ ] Dissolution/Withdrawal
- [ ] Merger

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Examiner's Initials

CR2E031(7/97)

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: Sections 5(iv), 5(v), and 6 of the Second Article and the entire Third Article 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 are hereby amended to read as follows:

(iv) Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of Series A Common Stock. The number of shares of Common Stock issued by the Corporation in connection with such conversion shall be adjusted upward by a single share to eliminate the issuance of any fractional shares.

(v) Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series A Common Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Common Stock.

6. Restrictions and Limitations on Corporate Action. Without the approval by vote or written consent of the holders of at least a majority of the then outstanding shares of Series A Common Stock, voting as a single class, the Corporation shall not take any corporate action to change any of the rights, preferences, privileges of or limitations provided for herein for the benefit of any shares of Series A Common.

Marina Choundas, Esquire
Florida Bar # 0066672
Foley & Lardner
100 N. Tampa Street
Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

THIRD: The Series A Common Stock has been classified and designated by the Board of Directors of the Corporation pursuant to Article V of the Articles of Incorporation and Section 607.0602 of the FBCA.

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.

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. McPartland
President and Chief Executive Officer

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