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PENSON & PADGETT

ATTORNEYS AND COUNSELORS AT LAW

Albert C. Penson
Timothy D. Padgett
Mary Ellen Davis
Laura K. Conrad
Teresa A. Eyerman

April 8, 1997

name
change

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

400002136674--1
-04/08/97--01083--030
*****35.00 *****35.00

Amend

Re: Articles of Amendment for HTML CAFE, INC.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Articles of Amendment and Corporate Resolution and a check for \$35.00. Please return a stamped copy of the filed documents to our office along with a confirmation letter.

Your cooperation in this matter is greatly appreciated.

Sincerely,

Cathy Kurtz

Catherine L. Kurtz
Paralegal
Penson & Padgett

TAE/clk
Enclosures

RECEIVED
97 APR -8 PM12:01
DIVISION OF CORPORATION

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Call when
Ready

ARTICLES OF AMENDMENT

OF

HTML CAFE, INC.

FILED
97 APR -8 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of amending the Articles of Incorporation, under the laws of the State of Florida, Chapter 607, General Corporation Act, generally hereby makes, subscribes, acknowledges and files these Articles for the purpose of amending the Articles of Incorporation filed with the State on October 4, 1994.

ARTICLE I

Name of Corporation

The name of this Corporation shall be amended from HTML CAFE, INC. to SOFTWARE ESSENTIALS, INC.

ARTICLE II

Corporate Resolution

The above amendment was adopted by the sole shareholder and sole member of the Board of Directors as specified by the Articles of Incorporation, on April 7, 1997.

ARTICLE III

Subscribers

The name and post office address of the Subscribers to these Articles of Amendment are as follows:

Name

Address

H.C. Satterfield, III

2808 North Remington Green Circle
Tallahassee, Florida 32308

IN WITNESS WHEREOF, the Subscriber has hereunto set his hand
and seal this 7 day of April, 1997.

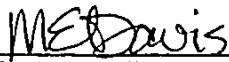

H.C. SATTERFIELD, III

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared H.C.
SATTERFIELD, III who is to me known to be the person described in and who
subscribed the above and foregoing Articles of Amendment and he freely and voluntarily
acknowledged before me according to law that he made and subscribed the same for the
uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand ad affixed my seal at the
County and State aforesaid said this 7 day of April, 1997.


Notary Public

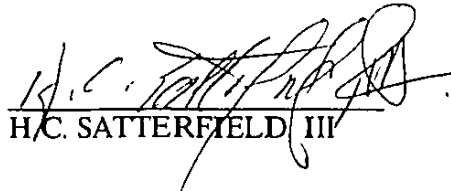


MARY ELLEN DAVIS
My Commission CC406737
Expires Dec. 28, 1998

CORPORATE RESOLUTION

Be it hereby resolved that the Board of Directors and the shareholders of HTML CAFE, INC., adopt as the name of the Corporation, SOFTWARE ESSENTIALS, INC. Be it further resolved that an amendment to the Articles of Incorporation be filed with the State of Florida, Department of State, in the form of Articles of Amendment, as prescribed by the Florida Statutes, sec. 607.1006.

IN WITNESS WHEREOF, the sole shareholder and sole member of the Board of Directors has hereunto set his hand and seal this 7 day of April, 1997.


H.C. SATTERFIELD III