

P95000036825



ACCOUNT NO. : 072100000032

REFERENCE : 905099 121767A

AUTHORIZATION

Patricia Pizut

COST LIMIT : \$ 35.00

ORDER DATE : July 27, 1998

ORDER TIME : 10:25 AM

ORDER NO. : 905099-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Lucy J. Minehan
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

300002599013--3

DOMESTIC AMENDMENT FILING

NAME: GATEWAY APPLICATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
98 JUL 27 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 27 AM 10:39
DIVISION OF CORPORATION

500, 7/27

**ARTICLES OF AMENDMENT
OF
GATEWAY APPLICATIONS, INC.**

FILED
98 JUL 27 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article III of the Articles of Incorporation of Gateway Applications, Inc. is amended in its entirety to read as follows:

**ARTICLE III
STOCK**

The authorized capital stock of this Corporation shall consist of 1,000,000 shares of Common Stock having no par value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement. Each holder of Common Stock shall have a preemptive right to acquire its pro rata share of any capital stock, or any instrument convertible into capital stock issued by the Corporation.

2. At a meeting of the directors of the Corporation held on July 2, 1998, the Board of Directors of the Corporation unanimously directed that these Articles of Amendment be submitted to a vote of the shareholders.
3. At a meeting of the shareholders of the Corporation held on July 2, 1998, at which a quorum was present and acting throughout, the shareholders of the Corporation duly approved these Articles of Amendment.

23 IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this day of July, 1998.

GATEWAY APPLICATIONS, INC.

By: 

Name: Michael E. Cortese

Title: President