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P95000073766

March 1, 1999

(305) 669-9535
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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-03/03/99-01054--003
*****35.00 *****35.00

RE: ANCILLARY TECHNOLOGIES, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Incorporation for ANCILLARY TECHNOLOGIES, INC. and our check in the amount of \$35.00.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/bac
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
TLL MAR 4 1999

ARTICLES OF AMENDMENT

FOR

ANCILLARY TECHNOLOGIES, INC.

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

ANCILLARY TECHNOLOGIES, INC.

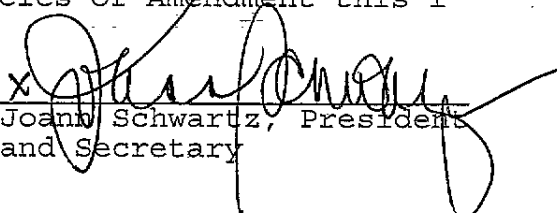
2. The Articles of Incorporation are amended by striking therefrom Article III, in its entirety, and inserting in place thereof the following:

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of capital stock designated "Common Stock". The number of shares of Common Stock authorized to be issued is ten million (10,000,000) and shall have a par value of \$.01 per share.

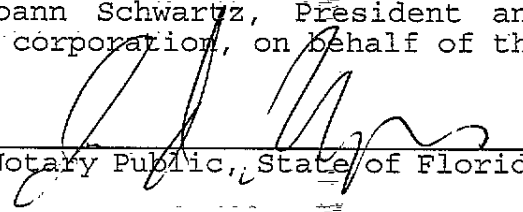
The foregoing amendment was adopted by all of the Directors of the Corporation and all of the Stockholders of the Corporation at a Special Meeting of the Board of Directors, pursuant to Florida Statutes, on the 1st day of February, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 1st day of February, 1999.


Joann Schwartz, President
and Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me the day and year last above written by Joann Schwartz, President and Secretary of the above-named Florida corporation, on behalf of the corporation.


Notary Public, State of Florida

My Commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA