

Absolutely Software Inc.  
1515 N. Federal Highway, Ste. 300  
Boca Raton, FL 33432

www.absoft.net  
info@absoft.net

561.852.0681  
561.852.2669 fax

P95000074544  
**Absoft**

July 15, 1997

Attn: David Mann, Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

Dear Mr. Mann:

Enclosed for filing is our Articles of Amendment to the Articles of Incorporation for Absolutely Software.  
In addition, we have sent a check for \$35.00 to cover the cost of the filing fee.

Please call me directly if you have any questions. I can be reached at 561.852.0681.

Sincerely,

*Katherine Krebs*

Katherine A. Krebs  
Absolutely Software Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 16 PM 3:01

500002592165--6  
-07/17/98--01063--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amend*

*sg*

*7/17/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION  
OF  
ABSOLUTELY SOFTWARE, INC.

98 JUL 16 PM 3: 01

Pursuant to the provisions of Florida Statutes section 607.1003, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III is amended by deleting "2,000" and inserting in its place "ten million (10,000,000)" and as amended provides as follows: "The Corporation shall have the authority to issue ten million (10,000,000) shares of common stock, par value \$.01 per share."

SECOND: Procedures for implementing the amendment are as follows: upon the surrender to the Corporation by Michael A. McNeal of his outstanding 2,000 shares of common stock issued under the original Articles of Incorporation, the Corporation will issue shares to him and other persons in amounts determined by the Board.

THIRD: The date of the amendment's adoption was July 14, 1998.

FOURTH: The amendment was adopted by the shareholders and the Board of Directors .

Signed this 14th day of July, 1998



Michael A. McNeal  
Chairman of the Board and President

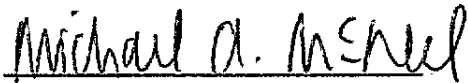
ABSOLUTELY SOFTWARE, INC.

SHAREHOLDER APPROVAL OF AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Article II, Section 6 of the Bylaws, the shareholders owning all the outstanding common stock of the Corporation unanimously approved the amendment to the Articles of Incorporation set out in the board of directors resolution below:


Resolved, that the Board of Directors recommends that the shareholders approve an amendment to Article III of the Articles of Incorporation of Absolutely Software, Inc. as follows: "The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share." is amended to read as follows: "The Corporation shall have the authority to issue ten million (10,000,000) shares of common stock, par value \$.01 per share."

Dated July 14, 1998



Michael A. McNeal  
Chairman of the Board

I, Michael A. McNeal, being sworn, depose and say that I am Secretary of Absolutely Software, Inc. and that the above is a true and correct copy of approval by the shareholders on July 14, 1998 of a resolution adopted by the Board of Directors of the Corporation on July 14, 1998.

  
Michael A. McNeal, Secretary

ABSOLUTELY SOFTWARE, INC.

RESOLUTION OF THE BOARD OF DIRECTORS

Resolved, that the Board of Directors approve an amendment to Article III of the Articles of Incorporation of Absolutely Software, Inc. as follows: "The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share." is amended to read as follows: "The Corporation shall have the authority to issue ten million (10,000,000) shares of common stock, par value \$.01 per share."

Further resolved, that upon the surrender to the Corporation by Michael A. McNeal of his outstanding 2,000 shares of common stock issued under the original Articles of Incorporation, the Corporation will issue four million, nine hundred and forty thousand (4,940,000) shares of common stock to Michael A. McNeal, and acknowledges receipt of adequate consideration for those shares, and authorizes the issuance of a stock certificate evidencing those shares.

Further resolved, the Corporation will issue ten thousand (10,000) shares of common stock each to Juan Sierra, Joe Mather, Axel Souders, Eric Brill, Katherine Krebs, and Robert Cherenek, and acknowledges receipt of adequate consideration for those shares, and authorizes the issuance of stock certificates evidencing those shares.

Dated July 14, 1998



Michael A. McNeal  
Chairman of the Board

I, Michael A. McNeal, being sworn, depose and say that I am Secretary of Absolutely Software, Inc. and that the above is a true and correct copy of a resolution adopted by the Board of Directors of the Corporation on July 14, 1998.



Michael A. McNeal, Secretary