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September 3, 1997

Via First Class Mail

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*****35.00 *****35.00

Secretary of State
The Capitol, Plaza Level 2
Tallahassee, FL 32399

Re: Articles of Amendment to the Articles of Incorporation of Tritheim Technologies, Inc.

Dear Secretary:

I have enclosed with this letter an original and one copy of Articles of Amendment to the Articles of Incorporation of Tritheim Technologies, Inc. Please file the original, date stamp the copy and return the copy in the self addressed postage pre-paid envelope provided.

I have also enclosed a check in the amount of \$35.00 made payable to the Secretary of State representing the filing fee.

If you have any questions, please feel free to contact me.

Sincerely,

DRIS & KOUSKOUTIS

Timothy B. Perenich, Esquire

enclosures

FILED
97 SEP -9 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See
9/15

Amend

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TRITHEIM TECHNOLOGIES, INC.**

FILED
97 SEP -9 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, TRITHEIM TECHNOLOGIES, INC. (the "Corporation"), a Florida corporation, adopts the following Articles of Amendment (this "Amendment").

1. **First Amendment Adopted.** The First Amendment provides for a change in the number of common stock shares and the par value authorized by the Corporation as set forth in Article IV of the Articles of Incorporation.

2. **Text of First Amendment.** Article IV of the Articles of Incorporation is amended by deleting such Article IV in its entirety and substituting in lieu of such Article IV the following Article IV which reads as follows:

**ARTICLE IV.
Capital Stock**

(a) *The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time will be TEN MILLION (10,000,000) shares of ZERO AND NO/100 DOLLARS (\$0.00) par value common stock, which will be designated "Common Stock."*

(b) *The consideration to be paid for each share of Common Stock will be payable in lawful money or property, labor or services.*

3. **Implementation of First Amendment.** The First Amendment will be implemented by recalling and canceling all outstanding shares of the Corporation and by reissuing shares pursuant to the First Amendment.

4. **Authorization of Amendment.** This Amendment was adopted on July 1, 1997, by the shareholders and by the members of the Board of Directors of the Corporation. The number of votes cast in favor of this Amendment by the shareholders was sufficient for approval.

5. **Effective Date.** The effective time and date of this Amendment is July 1, 1997.
upon the filing of this Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these
Articles of Amendment as of July 1, 1997.

A handwritten signature in black ink, appearing to read 'M. Postlewaite', is written over a horizontal line.

MARC POSTLEWAITE
President