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CORPORATION(S) NAME

Mosaic Software Inc.

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( ) Profit ( ) NonProfit ( ) Limited Liability Co.	(✓) Amendment	( ) Merger
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( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Name Registration ( ) Fictitious Name	( ) Other ( ) Change of R.A. ( ) UCC
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ARTICLES OF AMENDMENT
OF
MOSAIC SOFTWARE INC.

Mosaic Software Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The name of the Corporation is Mosaic Software Inc.

2. Exhibit A attached hereto is a true and correct copy of the amendment determining the terms of a Class A Preferred Stock and establishing the Class A Preferred Stock.

3. The amendment was adopted by the Corporation's board of directors as of the 30th day of May, 1997.

4. The amendment was duly adopted by the Corporation's board of directors and has not been amended, modified, rescinded or superseded and remains in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed, delivered and filed this 16th day of APRIL 1998.

MOSAIC SOFTWARE INC.

By ______________________
Name: EDWARD S. JORDAN
Title: President and CEO

<u>**EXHIBIT A**</u>

AMENDMENT WITH RESPECT TO THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS OF CLASS A PREFERRED STOCK OF MOSAIC SOFTWARE INC.

Adopted by the Board of Directors as of May 30, 1997
Pursuant to Section 607.0602
of the Florida Business Corporation Act

RESOLVED, that One Thousand (1,000) of the Ten Thousand (10,000) authorized shares of Preferred Stock of the Corporation shall be designated Class A Preferred Stock, $.01 par value per share, and shall possess the preferences, limitations and relative rights set forth below:

<u>**Class A Preferred StockClass A Preferred Stock**</u>

A. <u>DividendsDividends</u>. Subject to the rights of preferred stock that may from time to time come into existence, the Board of Directors may, but shall not be obligated, from time to time, to the extent funds are legally available therefor, declare and pay any dividends.

B. <u>Liquidation Preference</u>. In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, subject to the rights of preferred stock that may from time to time come into existence, the rights, powers and preferences, and the qualifications, restrictions and limitations of the Class A Preferred Stock shall be as follows:

1. <u>Preferences</u>. Subject to the rights of preferred stock that may from time to time come into existence, the holders of record of Class A Preferred Stock shall be entitled to receive out of the assets of the Corporation, before any assets of the Corporation shall be distributed among or paid over to the holders of record of the Common Stock, the amount of One Thousand Dollars ($1,000.00) per share of Class A Preferred Stock, plus an amount equal to all dividends accrued thereon and unpaid to the date of final distribution (to the extent any dividends are declared) (the "Class A Preferred Stock Liquidation Value"). After the payment of the Class A Preferred Stock Liquidation Value required to be paid to the holders of record of Class A Preferred Stock, upon the liquidation, dissolution or winding up of the Corporation, all shareholders shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its shareholders of record on a pro rata basis based on the number of all shares of capital stock held by each such record holder.

2. <u>Insufficient Assets; Pro Rata Distribution</u>. If the assets of the Corporation

are not sufficient to provide to the holders of record of Class A Preferred Stock the full payment specified in subsection B.1. above (the "liquidation preference" of each share of Class A Preferred Stock), and to the holders of any other series of preferred stock having, at that time, liquidation rights senior to or in parity with the Class A Preferred Stock, the full payment specified for the series upon liquidation, dissolution or winding up as provided by the Board of Directors in connection with the creation of the series (the "liquidation preference" of each share of the series of preferred stock), then the assets of the Corporation shall be distributed to the holders of record of all the series of preferred stock according to their respective liquidation preferences, and the distribution shall be pro rata to the holders of record of Class A Preferred Stock, based upon the number of shares of Class A Preferred Stock held by each such record holder.

3. Exclusions. Neither the merger nor the consolidation of the Corporation with or into another corporation, nor the merger or consolidation of any other corporation with or into the Corporation, nor the sale, lease or conveyance of all or part of the assets of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section B.

C. Voting. Except, and only to the extent, as set forth in the Florida Business Corporation Act, the holders of Class A Preferred Stock shall have no voting rights.

D. Registration of Transfer. The Corporation shall keep at its principal office a register for the registration of Class A Preferred Stock. Upon the surrender of any certificate representing Class A Preferred Stock at such place, the Corporation shall, at the request of the record holder of the certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of Class A Preferred Stock as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate.

E. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing shares of Class A Preferred Stock, and in the case of any such loss, theft or destruction, and upon receipt of indemnity reasonably satisfactory to the Corporation, or, in the case of any such mutilation upon surrender of the certificate, the Corporation shall (at the holder's expense) execute and deliver in lieu of the certificate a new certificate of like kind representing the number of shares of Class A Preferred Stock represented by the lost, stolen, destroyed or mutilated certificate and dated the date of the lost, stolen, destroyed or mutilated certificate.

F. Other Rights. Subject to all of the rights of the Class A Preferred Stock, or any other classes of preferred stock that may from time to time come into existence, dividends may be paid on the Common Stock of the Corporation, as and when declared by the Board of Directors, out of any funds of the Corporation legally available for the payment of such dividends.

G. Notice. All notices referred to herein will be in writing and will be delivered by registered or certified mail, return receipt requested, postage prepaid and will be deemed to have been given when so mailed (1) to the Corporation, at its principal executive offices or (2) to any shareholder, at that holder's address, as it appears in the stock records of the Corporation.

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