

P960000 12946

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Reply to: Sarasota

November 4, 1998

Please refer to our file number:
9560-1
Writer's Direct Line:
941-364-2729
Writer's Direct E-mail:

Bureau of Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

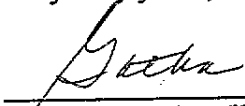
700002681907--1
-11/06/98-01027-011
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the original Articles of Amendment for filing and a check in the amount of \$35.00 for same. Please forward a confirmation letter to my attention for my records.

If you have any questions, please do not hesitate to call me as soon as possible.

Very truly yours,


Gatha Kennedy Milhorn
For The Firm

GKM:gmk
Enclosure

FILED
98 NOV 18 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
11-18-98
CC



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1998

ABEL, BAND, RUSSELL ET AL
P.O. BOX 49948
SARASOTA, FL 34230-6948

SUBJECT: DIRECT IMAGING SERVICES, INC.
Ref. Number: W98000025325

We have received your document for DIRECT IMAGING SERVICES, INC. .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

Our records indicate the current name of the entity is as it appears on the
enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00054393

11/12/98

We re-submit the revised
document per your instructions.
Thank you

ARTICLES OF AMENDMENT

OF

DIRECT IMAGING SYSTEMS, INC.
(Document Number P96000012946)

FILED
98 NOV 18 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Direct Imaging Systems, Inc.
2. Article IV of the original Articles of Incorporation is deleted and the following new Article IV is substituted in lieu thereof:

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is increased from 1000 shares having no par value to 10,000,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

3. Article VI of the original Articles of Incorporation is deleted and the following new Article VI is substituted in lieu thereof:

ARTICLE VI. MANAGEMENT BY BOARD OF DIRECTORS

All powers of the corporation shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors

consisting of the number of directors fixed in the corporation's ByLaws, each elected by the shareholders or their representatives to a one (1) year term.

4. One share of common stock having \$.01 par value shall be issued in exchange for each share of common stock having no par value issued and outstanding prior to the adoption of this Amendment.

5. This Amendment was approved by the shareholders of the Corporation at a special meeting held on October 13, 1998. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 30th day of October, 1998.

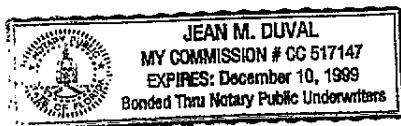
DIRECT IMAGING SYSTEMS, INC.

By [Signature]

Andrew D. Romines
President Pro Tem

STATE OF FLORIDA
COUNTY OF Manatee

The foregoing instrument was acknowledged before me this 30th day of October, 1998, by ANDREW D. ROMINES, as President for Direct Imaging Systems, Inc., a Florida corporation, on behalf of the corporation.



[Signature]
Notary Public
Print Name: Jean M. Duval
My Commission Expires: Dec. 10, 1999

Personally Known ✓ (OR) Produced Identification _____
Type of identification produced _____