

P96000018175

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

Date: October 6, 1999

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

Re: Flamingo Software, Inc.

Ladies/Gentlemen:

Please find the Articles of Amendment to Articles of Incorporation for the above referenced corporation. We have enclosed a check in the amount of \$35.00, to cover the filing fees. Please file the Articles of Amendment as required.

Should you have any questions or need further information, please contact Tracey C. Higginbotham with Higginbotham Companies, Inc., 3935-L N. U.S. 1, Cocoa, Fl. 32926, (407) 632-5726, to resolve the issues.

Thank you for your cooperation and assistance herein.

Yours Very Truly,

Virginia K. Powers

Virginia K. Powers
1140 Bay Meadows Drive
Titusville, Fl. 32796

FILED
99 OCT -8 AM 10:56
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Amend P96000018175-
OK Apr 10-8-99

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
AND
SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
FLAMINGO SOFTWARE COMPANY, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following article of amendment to its articles of incorporation:

All the directors and shareholders of Flamingo Software Company, Inc. having consented to the time and place of the special meeting of the directors and shareholders, the meeting was held on October 4, 1999, at 5:00 p.m., at 1140 Bay Meadows Drive, Titusville, FL 32796.

The Chairman stated that the purpose of the meeting was to amend Article IV of the Corporation, by authorizing additional capitol common stock.

ITEM I

The first item of business that was taken up was the waiver of notice. The waiver, having been signed by all of the directors and shareholders, was read aloud by the chairman and was ordered to be made a part of the minutes.

ITEM II

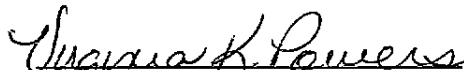
FIRST: The amendment of Article IV of the articles of corporation is to read "This corporation is authorized to issue 11,000,000 shares of \$1.00 value common stock, which shall be designated "Common Shares".

SECOND: The amendment adoption date is October 4, 1999.

THIRD: Upon motion, seconded, and carried, it was RESOLVED that the amendment to Article IV of the articles of incorporation for common shares of the corporation is to be increased from 1,000 value common stock to 11,000,000 value common stock and it was approved by the directors and shareholders. The number of votes cast for the amendment was sufficient for approval

No further business having come to the meeting, the Chairman called for adjournment which was seconded, and carried.

DATED: October 4, 1999


Chairman & Secretary

ATTACHMENTS:

Waiver of Notice

FILED
99 OCT -8 AM 10:56
SECRETARY OF STATE
ALACHUA COUNTY, FLORIDA

**WAIVER OF NOTICE
OF THE
SPECIAL MEETING
OF THE DIRECTORS AND SHAREHOLDERS OF
FLAMINGO SOFTWARE**

The undersigned, being the all the directors of Flamingo Software, *Company, Inc.* consents
that the special meeting be held at 1140 Bay Meadows Drive, Titusville, Fl. 32796, on
October 4, 1999, at 5:00 p.m. We waive further notice of the meeting.

Gail [Signature]

Virginia K. [Signature]

99 OCT 8 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED