

P96000038218



ACCOUNT NO. : 072100000032

REFERENCE : 083072 4307842

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 35.00

ORDER DATE : December 30, 1998

ORDER TIME : 10:50 AM

ORDER NO. : 083072-005

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CUSTOMER NO: 4307842

CUSTOMER: Michael E. Goodbread, Jr., Esq  
Martin Ade Birchfield &  
One Independent Dr., Ste 3000  
Post Office Box 59  
Jacksonville, FL 32201

DOMESTIC AMENDMENT FILING

NAME: TECHNOLOGY POINT INTERNATIONAL  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

12-31-98

FILED  
98 DEC 30 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 DEC 30 AM 11:50  
DEPARTMENT OF CORPORATION  
REGISTRATION

ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF TECHNOLOGY POINT INTERNATIONAL, INC.

FILED  
98 DEC 30 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, constituting the duly elected President of Technology Point International, Inc., a Florida corporation, on behalf of the corporation, hereby submits these Articles of Amendment pursuant to Florida Statutes Section 607.1006 (1997):

1. The name of the corporation is Technology Point International, Inc.
2. Article III of the Articles of Incorporation of Technology Point International, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:

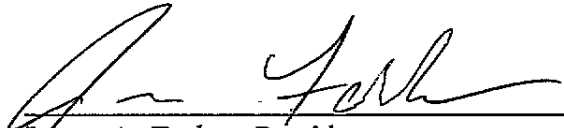
"ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue Nine Million (9,000,000) shares of voting common stock with a par value of (\$.001) per share (the "Voting Common Shares"), and One Million (1,000,000) shares of non-voting common stock with a par value of (\$.001) per share (the "Non-Voting Common Shares"). The Non-Voting Common Shares shall be distinguished from the Voting Common Shares only in that the Non-Voting Common Shares shall have no voting privileges or power. In all other instances, the Non-Voting Common Shares shall have the same rights, privileges, and power as the Voting Common Shares. Without action by the shareholders, any or all of the authorized shares may be issued by this Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation."

3. The foregoing amendment was adopted by all of the shareholders and all of the members of the Board of Directors of Technology Point International, Inc. on December 22, 1998, by written consent to corporate action.

4. The foregoing amendment shall become effective upon filing with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned President of the aforesaid corporation has  
executed these Articles of Amendment this 22 day of December, 1998.

  
James A. Farhat, President