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May 15, 1997

Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Appletware, Inc.  
Our File: APPL-0

100002183021--0  
-05/19/97-01104-019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Amendment to the Articles of Incorporation, together with our firm check in the amount of \$35.00 for the filing fee.

I would appreciate having you file the original and provide me with a stamped copy of the Amendment as filed. I have enclosed a stamped, self-addressed envelope for your convenience.

Sincerely yours,

David M. Jeffries

DMJ:kld  
Enclosures  
0123634.01

SH 5/19  
Amend.

SECRET  
TALLAHASSEE, FLORIDA

97 MAY 19 AM 10:52

FILED

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
APPLETWARE, INC.

\*\*\*\*\*

AppletWare, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"Article IV  
Capital Stock

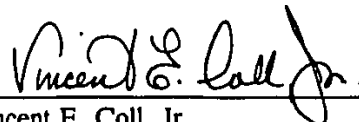
The aggregate number of shares of stock authorized to be issued by this corporation shall be 2,000,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholders meeting, to cast one vote on each matter with respect to which shareholders have the rights to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§607.0821, .0704, and .1003, Florida Statutes, by a majority of the shareholders and directors having executed a written statement, dated May 6, 1997 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders was sufficient for approval.

In witness whereof, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 10 day of May, 1997.

APPLETWARE, INC.



Vincent E. Coll, Jr.  
President

FILED  
97 MAY 19 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA