

P96000079100

3/12/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: VISIONCORP, INC.

AUDIT NUMBER.....H98000004863

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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*Amendment
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FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

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TO: DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1998

VISIONCORP, INC.
1428 BRICKELL AVE
8TH FLOOR
MIAMI, FL 33131

SUBJECT: VISIONCORP, INC.
REF: P96000079100

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- ✓ Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

The fax audit number must be the same on the top and bottom of each page of your document. The correct fax audit number is H98000004863.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000004863
Letter Number: 698A00013564

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
VISIONCORP. INC.**

98 MAR 12 AM 4:07
FILED
TALLAHASSEE
SECRETARY OF STATE

Pursuant to Section 607.10025 of the Business Corporation Act of the State of Florida, the undersigned President of VisionCorp, Inc. ("Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, adopts the following Certificate of Amendment to its Articles of Incorporation.

1. The name of the corporation is VISIONCORP. INC., Charter #P96000079100, filed on September 23, 1996.

2. The following Amendments to the Articles of Incorporation were adopted by all of the directors of the Corporations by unanimous written consent effective as of March 9, 1998, in the manner prescribed by the Florida Business Corporation Act. Shareholder consent of the following amendments to the Articles of Incorporation was not required pursuant to §607.10025 of the Florida Business Corporation Act:

(a) The First paragraph of Article IV of the Corporation's Articles of Incorporation shall be and hereby is amended and restated to read in its entirety as follows:

ARTICLE IV

The aggregate number of shares of all classes of capital stock that this Corporation shall have authorized to issue is three million three hundred thirty three thousand thirty three (3,333,333) shares of common stock, par value \$0.001 per share (the "Common Stock"). On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every fifteen (15) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$0.001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock.

3. The herein amended Articles of Incorporation of the Corporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination.

Prepared by:
Robert J. Burnett, Esq., FL Bar #0117978
Atlas, Pearlman, Trop & Borkson, P.A.
200 E. Las Olas Blvd., #1900
Ft. Lauderdale, FL 33301
(954) 763-1200
475417.300/10344

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4. This Certificate of Amendment shall be effective as of 7:00 a.m., Miami, Florida, time, on the date of filing.

IN WITNESS WHEREOF, the undersigned, being the President and Director of the Corporation, has executed these Articles of Amendment to the Articles of Incorporation of VisionCorp, Inc., as of the 9th day of March, 1998.

VISIONCORP, INC.
a Florida Corporation

By: *Jan Kaplan*
Jan Kaplan, President and Director

By: *David Loewenstein*
David Loewenstein, Secretary and Director

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