

Florida Incorporators, Inc.

President 1221 Brickell Avenue, Suite 900 Miami, Florida 33131

February 20, 1997

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 00000209569U--0 -02/24/97--01103--008 *****35.00 ******35.00

RE: Mobile CompuSmart, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Amendment for the above-referenced corporation, and funds of \$35 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins President

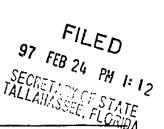
Norse
As a positive ON A TOTAL TO SERVICE OF THE POSITIVE OF T

at

ACKNOWING BY

W.Pa. Verilyer

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Mobile CompuSmart, Inc.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE FIRST is hereby amended to read:

The Name of the Corporation is:

CDMemories, Inc.

ARTICLE EIGHTH is hereby amended to read:

The name and address of the registered agent and registered office is:

Florida Incorporators, Inc. 1221 Brickell Avenue, Suite 900 Miami, FL 33131

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: February 21, 1997
FOURTH	Adoption of Amendment(s) (CHECK ONE)
۵	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Œ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
;	Signed this day 21st of February , 19 97
Signature Mark Wice Chairman of the Board of Directors, President or other officer if adopted by	
	the shareholders)
	OR
(By a director if adopted by the directors)	
	OR
	(By an incorporator if adopted by the incorporators)
	Mark Hankins
	Typed or printed name
	Incorporator, and President of Registered Agent