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December 22, 1999

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

RE: Articles of Amendment

500003081005-0  
-12/27/99-01125-008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Williams Software, Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.



Mark H. Mirkin  
MHM/lrv

Enclosures

cc: James D. Baker

FILED  
99 DEC 27 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

V. SHEPARD JAN 7 2000

**Articles of Amendment to the Articles of Incorporation  
of  
Williams Software, Inc.**

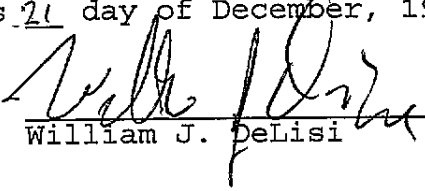
Pursuant to the provisions of the Florida Statutes, on December 21, 1999 the sole director and sole shareholder of Williams Software, Inc. a Florida corporation (the "Corporation") adopted the following resolutions on behalf of the Corporation:

- RESOLVED:** That the authorized capital stock of the Corporation should be changed to comprise 100,000,000 shares of common stock, \$0.001 par value per share.
- RESOLVED:** That the shareholders no longer have preemptive rights.
- RESOLVED:** That Articles of Amendment be filed at the Florida State Department reflecting the two foregoing resolutions.

NOW THEREFORE, in accordance with the foregoing resolutions, Article III of the Corporation's Articles of Incorporation is amended to read as follows:

The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred million (100,000,000) shares of common stock, \$0.001 par value per share.

IN WITNESS WHEREOF, the president of the Corporation has executed and submitted this instrument this 21 day of December, 1999.

  
\_\_\_\_\_  
William J. DeLisi

FILED  
8 DEC 27 PM 3:57  
CLERK OF STATE  
TALLAHASSEE FLORIDA