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March 12, 1999

VIA FEDERAL EXPRESS

Amendment Section
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

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-03/15/99--01101--009
*****43.75 *****43.75

Re: GROUP INFOTECH, INC.
Our File No. 96-6971

To Whom It May Concern:

Please file the enclosed Amendment to Articles of Incorporation for the above-named corporation, and forward a certified copy to me at the above address. I have enclosed my firm's check in the amount of \$43.75 representing your filing fee and payment for the certified copy.

Should you have any questions regarding the enclosures, please do not hesitate to contact me.

Very truly yours,

Kathy Pelly
Kathy Pelly
Legal Assistant

*Amend
3-17-99
KPS*

/kp
Enclosures

cc: Norman E. Taplin, Esq.
Gary R. Shendell, Esq.
Eugene G. Pandolfi

HALIBRARY\966971\LA SecState.wpd

FILED
99 MAR 15 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GROUP INFOTECH, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation submits and adopts the following Amendment to Articles of Incorporation:

FIRST: The name of the Corporation is GROUP INFOTECH, INC.

SECOND: The Articles of Incorporation of this Corporation are amended by changing "Article IV" so that, as amended, said Article shall read as follows:

"This Corporation is authorized to issue two classes of common stock: Class A voting common stock and Class B non-voting common stock. The Corporation is authorized to issue 1,000,000 shares of Class A voting common stock and 500,000 shares of Class B non-voting common stock.

Each share of issued and outstanding Class A common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right 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."

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99 MAR 15 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of adoption of the Amendment is FEBRUARY 18, 1999

FOURTH: The Amendment to Article IV was approved by the shareholders and adopted by the Directors.

Dated: FEBRUARY 18, 1999.

GROUP INFOTECH, INC.

By: Eugene G. Pandolfi
Eugene G. Pandolfi, President