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TO: DIVISION OF CORPORATIONS

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FROM: SALLEY, FEINBERG & HAMES, P.A.

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NAME: PANDION SYSTEMS, INC.

AUDIT NUMBER.....H97000021360

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

Dec
12/31

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PANDION SYSTEMS, INC.

FILED
97 DEC 30 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is PANDION SYSTEMS, INC.

SECOND: Amendments adopted:

ARTICLE IV - CAPITAL STOCK is hereby deleted in its entirety and the following shall be inserted in lieu thereof:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$1.00
par value common stock."

THIRD: The date of the Amendment's adoption is SEPTEMBER 1, 1997.

FOURTH: The foregoing Amendment was adopted by a Joint Written Consent of the Board of Directors and the Shareholders of the Corporation, in Lieu of a Special Meeting, executed by Shareholders holding a sufficient number of votes to cause approval of the foregoing Amendment and executed by all of the Directors of said Corporation on SEPTEMBER 1, 1997.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers and its corporate seal to be affixed hereto this 1st day of SEPTEMBER 1997.


THOMAS GERHARDT, President

(Corporate Seal)

Russell P. Hintze, Esq.
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(407) 426-2360
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Fax Audit No.: H97000021360