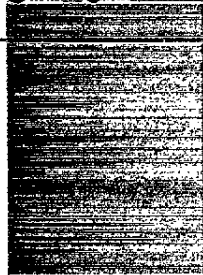


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Transmittal Letter

Monday, May 3, 1999

Department of State
Division of Corporations
409 East Gains St.
Tallahassee, FL 32399
(904) 487-6052

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY -5 PM 3:58

FILED

SUBJECT: Articles of Amendment to Articles of Incorporation of Zoe Medical Systems, Inc.

Enclosed is (1) copy of the original Articles of Incorporation of Zoe Medical Systems, Inc. and (1) original and (1) copy of the Articles of Amendment to Articles of Incorporation of Zoe Medical Systems, Inc.

Sincerely,

Mark F Rodriguez

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*****43.75 *****43.75

NC Amend
5-12-99
WBS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Zoe Medical Systems, Inc.

99 MAY -5 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

FIRST: Amendment(s) adopted:

Article I. Name

The name of the corporation shall be Sovereign Software, Inc.

Article III. Nature of Business

The purposes for which this Corporation is formed are to engage in any lawful activity, including that of acting as Trustee.

Article IV. Stock

The total number of voting Common stock authorized that may be issued by the Corporation is Twenty-Four Million (24,000,000) shares of common stock with \$0.001 par value, and One Million (1,000,000) share of Preferred Stock with \$0.001 par value. Said shares may be issued by the Corporation from time to time for such considerations or may be fixed from time to time by the Board of Directors.

Article V. Registered Office and Agent

The street address of the initial principal office of this Corporation is 8902 SW 59 St., Cooper City, Florida 33328 and the name of the initial registered agent of this Corporation is Mark F Rodriguez, same address of the initial principal office. However this corporation may maintain an office, or offices, in such other place or places within or without the State of Florida as may be from time to time designated by the Board of Directors, or by the By-laws of said Corporation, and that this Corporation may conduct all corporate business of every kind and nature, including the holding of all meetings by Directors and Stockholders, outside the State of Florida, as well as within the State of Florida.

Article VI. Board of Directors

The governing board of this Corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-laws of this Corporation, providing that the number of directors shall not be reduced to less than two (2), except that in cases where all the shares of the corporation are unissued, or are owned beneficially by either one or two stockholders, the number of directors may be less than two (2) but not less than the

number of stockholders.

The name and post office address of the Board of Directors shall be two (2) in number and listed as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Mark F Rodriguez	8902 SW 59 St. Cooper City, FL 33328
Earl M Johnson, III	8902 SW 59 St. Cooper City, FL 33328

Article VII. Incorporator

The name and post office address of the Incorporator signing the Articles of Amendment to Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Mark F Rodriguez	8902 SW 59 St. Cooper City, FL 33328

Article VIII. Non-Assessability for Corporation Debts

The capital stock, after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation. No stock issued as fully up shall ever be assessable, or assessed, and the Articles of Incorporation not be amended in this particular.

Article IX. Powers of Governing Board

In furtherance and not in limitation of the powers conferred by the provisions of section 607.1006, Florida Statutes, the Board of Directors is expressly authorized:

Subject to the By-laws, if any, adopted by the Stockholders, to make, alter or amend the By-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock, paid in: to authorize and use to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have the name, or names, as may be stated in the By-laws of the Corporation, or as may be determined from time to time by resolution adopted by the

Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized in writing by the holders (or by their representatives pursuant to the corporate By-laws) of at least a majority the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease, encumber or exchange all of the property and assets of the Corporation, including its goodwill and its Corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the corporation.

Article X. Additional Stock, Bonds, Debentures or Securities Convertible into Stock

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any or bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

Article XI. Liability of Directors, Officers, Employees and Agents

No officer, director, employee, agent, former officer, director, employee, or agent shall be held personally liable when acting in official capacity on company business, except with respect to liability for 11(a) and (b) below. The Corporation shall indemnify and any officer, director, employee, agent, or former officer, director, employee, or agent to the full extent permitted by law.

(a) The payment of dividends in violation of N.R.S. 78.300.

(b) Acts or omissions which involve intentional misconduct, fraud or a knowing violation of law.

Article XII. Amending or Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provision, except those contained in paragraph VIII of these Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

Article XIII. Corporate Powers

This Corporation wishes to assert all possible powers exercisable by it as a Corporation or as an individual under the laws of the State of Nevada. Including, but not limited to, any powers to create, define, limit, or regulate in any permitted area; any powers to own, trademark, patent, or govern its own business products or affairs; any powers to act in any business name under which it may legally operate; and any powers to accrue, automatically such additional or new powers as may be prescribed

by the Federal or State Statute which may be enacted now or in the future.

Article XIV. Trustee Powers of Corporation

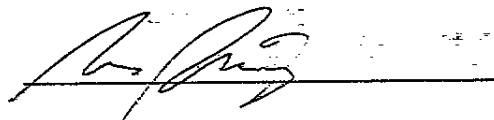
This Corporation reserves the right to execute and practice full trustee powers. This power is to include holding legal title to real and/or personally "in trust" for the benefit of the other person(s) and/or entities. This Corporation further reserves the right to carry out specific duties with regard to the property and/or personally as directed by the beneficiary of the real property and/or personally. The Corporation also reserves the right to fully carry out any power given to it affecting the disposition of the real property and/or personally for another person's or entity's benefit.

SECOND: The date of each amendment's adoption shall be May 03, 1999.

THIRD: Adoption of Amendment(s)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 03 day of May, 1999.



Mark F Rodriguez
President

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark F Rodriguez, personally known to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledge under oath before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county above written, this 4th day of May, 1999.



Notary Public
My Commission Expires:

