CAPITAL CONNECTION, INC.

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417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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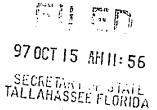
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Walk-In

Will Pick Up

	Art of Inc. File
	LTD Partnership File
	Foreign Corp. File
	L.C. File
	Fictitious Name File
	Trade/Service Mark
	Merger File
	Art. of Amend. File
	RA Resignation
	Dissolution / Withdrawal
	Annual Report / Reinstatement
	Cert. Copy S
	Photo Copy
	Certificate of Good Standing
	Certificate of Status 5
	Certificate of Fictitious Name
	Corp Record Search
	Officer Search
	Fictitious Search
	Fictitious Owner Search 10/15
	Vehicle Search
	Driving Record
	UCC 1 or 3 File
	UCC 11 Search
	UCC 11 Retrieval
	Courier

To: Department of State Tallahassee, Florida



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

SimplyCT, Inc. A FLORIDA FOR PROFIT CORPORATION

Pursuant to the provisions of Sections 607.1006, Florida Statutes, the undersigned corporation submits the following Articles of Amendment:

- 1. The name of the corporation is SimplyCT, Inc.
- 2. The following amendment to the original Articles of Incorporation, filed March 24, 1997, was adopted by the shareholders of the corporation by unanimous vote on October 1, 1997 in accordance with Article 11 of the Articles of Incorporation.
- 3. The number of votes cast in favor of the amendment by the shareholders was sufficient for approval.
- 4. The original Article 4 entitled, Capital Stock, appearing in the March 24, 1997 Articles of Incorporation, is replaced by the following:

ARTICLE 4 - Capital Stock

This Corporation is authorized to issue the following classes of stock:

- (1) "Voting Common Stock", 1,000,000 authorized shares with a par value of One Dollar (\$1.00) each.
- (2) "Non-Voting Common Stock", 500,000 authorized shares with a par value of One Dollar (\$1.00) each.
- (3) "Preferred Stock", 500,000 authorized shares with a par value of TEN DOLLARS (\$10.00) each. The Preferred Stock may be issued in one or more series, and the Board of Directors of the Corporation is authorized to determine the designation and to fix the number of shares of any such series. The Board of Directors of the Corporation is further authorized to determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock, and to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series of Preferred Stock subsequent to the issue of shares of that series. The initial series of Preferre Stock (Series A) will consist of 60,000 shares with preemptive rights.

Articles of Amendment to the Original Articles of Incorporation of SimplyCT, Inc. Page No.: 2

4. The above stated amendment shall become effective upon the date of the filing of this article of amendment by the Department of State.

SimplyCT, Inc.

By:

Mark L/Goodman,/President

Bv

Mark L. Goodman, Secretary

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3rd day of October, 1997, by Mark L. Goodman, President and Secretary of SimplyCT, Inc., who is personally known to me or who has produced as identification and who did E did not take an oath.

RICK W. SADORF
MY COMMISSION # CC 462281
EXPIRES: May 10, 1999
Bondled Thru Notary Public Undorwritars

NOTARY PUBLIC -STATE OF FLORIDA AT LARGE

RICK W. SABORF

Printed Name of Notary Public

My Commission Expires: