

JACKSON L. MORRIS

Attorney at Law

Admitted in Florida, Georgia and The District of Columbia

September 1, 1999

By First Class U.S. Mail

P97000026010

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

000002984050--1

-09/10/99--01063--015

*****35.00 *****35.00

Re: Clearpath, Inc.
a for profit corporation

Dear Sir or Madam:

Enclosed please find one executed original and one copy of Articles of Amendment to the Articles of Incorporation of the above-referenced for profit corporation and my check for the filing fees in the amount of \$35. Please file the Articles and return the copy, showing the Division's filing stamp, to me for the company records.

If you should have any questions, please do not hesitate to me collect. Thank you for your attention to this matter.

Very truly yours,

Jackson L. Morris

FILED
99 SEP 10 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Richard J. Pearce, President
Clearpath, Inc.

Amend

V. SHEPARD SEP 20 1999

EXHIBIT "A"

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION, AS AMENDED,
OF
CLEARPATH, INC.

FILED
99 SEP 10 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1003, Fla. Stat., the Florida Business Corporation Act, ClearPath, Inc. does hereby amend its Articles of Incorporation, as amended, as follows:

1. The name of the Corporation is ClearPath, Inc.
2. This Amendment to the Articles of Incorporation, upon the approval and recommendation of the board of directors on September 2, 1999 by action by written consent, was duly approved and adopted on September 2, 1999, by written consent, pursuant to §607.0726, Fla. Stat., of the holders of a majority of the issued and outstanding common stock of the Corporation, being the only capital stock entitled to vote hereon, such approval being sufficient in all respects for approval hereof.
3. Article III of the Articles of Incorporation is hereby deleted and is amended and restated in its entirety, as follows:

ARTICLE III

The Corporation is authorized to issue capital stock, as follows:

A. Thirty-five million (35,000,000) shares of common stock, par value \$.001 per share, all of one class; and

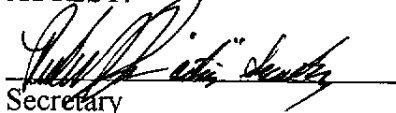
B. Ten million (10,000,000) shares of preferred stock entitled Voting, Convertible Preferred Stock: each share of which shall (i) have a par value and liquidation preference of \$.35; (ii) no right to receive payment of a dividend prior to payment of a dividend on the outstanding common stock but a right to payment of dividends *in pari passu* with the common stock; (iii) the right to one vote on each matter submitted to for the vote or approval of the stockholders, but not as a class separate from the common stock; and, shall be automatically converted into one share of common stock upon the occurrence of liquidity event such as an initial public offering, a sale of the Corporation or its business, merger, acquisition or other event in which the stockholders realize the value of their investment in the Corporation's securities.

IN WITNESS WHEREOF, the undersigned, President of ClearPath, Inc., has executed the within Articles of Amendment this 2nd day of September, 1999 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

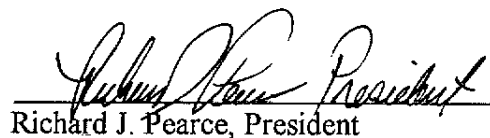
(CORPORATE SEAL)

ClearPath, Inc.

ATTEST:


Secretary

By:


Richard J. Pearce, President

Original