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FILE NO. 38870.97832

September 22, 1997

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

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-09/23/97--01071--005
*******35.00 *****35.00**

Re: M.R. Financial Management, Inc.

Dear Sir/Madam:

Enclosed is an original of the Articles of Amendment to Articles of Incorporation of M.R. Financial Management, Inc. and a firm check in the amount of \$35.00 for the filing fee.

Please return all correspondence concerning this matter to the following:

Philip M. Shasteen, Esq.
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.
100 North Tampa Street, Suite 1800
Tampa, Florida 33602

Please call me if you have any questions. Thank you.

Very truly yours,

Linda M. Werner
Linda M. Werner
Legal Assistant

LINDA

GAVE

AUTHORIZATION BY PHONE TO

CORRECT. *ADD DATE OF APPROVAL*

Encls

cc: Matt W. Borne

DATE *9-29*

DOC. *1000*

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FILED
97 SEP 23 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF M.R. FINANCIAL MANAGEMENT, INC.**

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

First: "Article I: Name" is amended to read in its entirety as follows:

"The name of the corporation is Network Management Systems, Inc."

Second: "Article II: Principal Office" is amended to read in its entirety as follows:

"The principal place of business and mailing address of this Corporation is 4830 West Kennedy Boulevard, Tampa, Florida 33609."

Third: "Article V: Incorporator" is deleted.

Fourth: "Article VI: Initial Board of Directors" is deleted.

Fifth: "Article VII: Special Provision" is deleted.

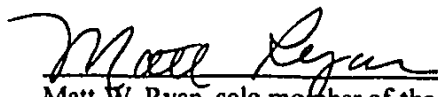
Sixth: New Article V is added to read in its entirety as follows:

"Article V: Investment Authority

This Corporation has the power and authority (i) to purchase stocks, bonds and other securities on margin or otherwise and to borrow such funds to accomplish said purchases as may be deemed appropriate in the discretion of this Corporation's board of directors and as delegated by such board of directors to this Corporation's officers; (ii) to make investment decisions deemed speculative in nature; and (iii) to engage in extremely active day trading that may be considered excessive using the Nasdaq Stock Market's Small Order Execution System."

Seventh: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 19 day of ^{September}~~August~~, 1997.


Matt W. Ryan, sole member of the Board
of Directors

**STATEMENT OF CONSENT TO ACTION
BY SHAREHOLDERS OF
M.R. FINANCIAL MANAGEMENT, INC.**

The undersigned, holding shares of capital stock of M.R. Financial Management, Inc., a Florida corporation, pursuant to §607.0704, Florida Statutes, do consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

RESOLVED, that the Company's Articles of Incorporation be amended as provided in the Articles of Amendment, a copy of which is attached hereto and that the directors and officers of the Company are empowered and authorized to take any and all action to effectuate such amendment.

Matthew M-
Signature

MATTHEW Ryan
Print Name

John C. Ryan
Signature

John C. RYAN
Print Name

Signature

Print Name

Signature

Print Name

Signature

Print Name

Dated: August 31, 1997 - Date of Adoption