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NAME: COMPUACE GROUP, INC.

AUDIT NUMBER.....H98000004123

DOC TYPE.....BASIC AMENDMENT

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CompuACE GROUP, INC.**

The undersigned, Saul Fraynd, being the Vice President of CompuACE GROUP, INC., a Florida corporation (the "Corporation"), incorporated April 24, 1997 under FAX Audit No. ~~H98-XXXXXX~~, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that Article I of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as follows (the "Amendment"):  
\*P97000086657

**"ARTICLE I**

The name of the corporation is CompuACE, Inc."

The Amendment of the Certificate of Incorporation of the Corporation has been duly authorized and directed by a Written Consent to Corporate Action by Board of Directors and Shareholders, dated as of ~~June 1997~~ <sup>\*\*</sup> which consent constitutes a sufficient approval thereof. All other provisions of the Certificate of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

<sup>\*\*</sup>February 28, 1998'

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in his capacity as aforesated as of the 28<sup>th</sup> day of ~~June, 1997~~ on behalf of the Corporation.

February 28, 1998

  
Saul Fraynd, Vice President

VP.  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*This instrument prepared by:*

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P.O. Box 019109  
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