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CORPORATE
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INC.

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Amendment

1.) Insight Technology Partners, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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SPECIAL INSTRUCTIONS

Amend

See 8/25

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DEPARTMENT OF STATE
DIVISION OF CORPORATE & SEC.
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
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**ARTICLES OF AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION**

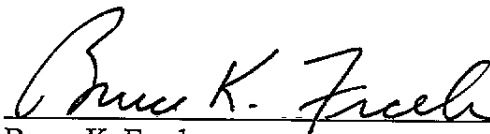
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

InSight Technology Partners, Inc., a Florida corporation (the "Company"), pursuant to Section 607.1006 and in accordance with Section 607.0120 of the Florida Business Corporation Act, hereby submits these Articles of Amendment to the Secretary of State of the State of Florida in order to amend the Company's Restated Articles of Incorporation. The Articles of Amendment of the Company are attached hereto. The Board of Directors of the Company adopted and approved the Articles of Amendment on August 20, 1998. One Hundred Percent (100%) of the holders of the Company's common stock, par value \$.01 per share, adopted and approved the Articles of Amendment on August 20, 1998. The Company has no other class of capital stock authorized, issued or outstanding and, therefore, no other class of shareholders was entitled to vote to adopt and approve the Articles of Amendment.

Upon the filing in the office of the Secretary of State of the State of Florida of these Articles of Amendment, (1) the shares of Common Stock, par value \$.01 per share, of the Company (including any outstanding shares or rights or other claims in respect of any such shares that may not have been properly authorized prior to issuance) (the "Old Common Stock") outstanding immediately prior to such filing of these Articles of Amendment are hereby automatically reclassified and exchanged without any action on the part of the shareholders of the Company so that each share of Old Common Stock becomes one share of Class A Common Stock, par value \$.01 per share, of the Company.

IN WITNESS WHEREOF, InSight Technology Partners, Inc. does hereby submit for filing with the Secretary of State of the State of Florida the attached Articles of Amendment.

INSIGHT TECHNOLOGY PARTNERS, INC.



Bruce K. Frcek
Chairman and President

**ARTICLES OF AMENDMENT TO
RESTATED ARTICLES OF INCORPORATION
OF
INSIGHT TECHNOLOGY PARTNERS, INC.**

I.

The name of the corporation is InSight Technology Partners, Inc. (the "Company").

II.

Upon the filing in the office of the Secretary of State of the State of Florida of these Articles of Amendment, (1) the shares of Common Stock, par value \$.01 per share, of the Company (including any outstanding shares or rights or other claims in respect of any such shares that may not have been properly authorized prior to issuance) (the "Old Common Stock") outstanding immediately prior to such filing of these Articles of Amendment are hereby automatically reclassified and exchanged without any action on the part of the shareholders of the Company so that each share of Old Common Stock becomes one share of Class A Common Stock, par value \$.01 per share, of the Company.

III.

Article 3 of the Restated Articles of Incorporation is hereby deleted and replaced in its entirety with the following:

**ARTICLE 3
CAPITAL STOCK**

(a) Authorized Classes and Number of Shares. The total number of shares of all classes of capital stock that the Company is authorized to issue is Forty Million (40,000,000) shares, consisting of Thirty Million (30,000,000) shares of Class A Common Stock, par value \$.01 per share ("Class A Common"), and Ten Million (10,000,000) shares of Class B Common Stock, par value \$.01 per share ("Class B Common"). The Class A Common and the Class B Common are collectively referred to herein as "Common Stock."

(b) Common Stock. The following is a statement of the designations and powers, preferences and rights in respect of the Common Stock.

(1) Identical Rights. Except as expressly provided in this Article 3 and as otherwise required by law, all shares of Class A Common and Class B Common shall rank equally, share ratably and be identical in all respects as to all matters and shall entitle the respective holders thereof to the same rights and privileges.

(2) Voting Rights. Except as expressly provided in these Articles of Incorporation and as otherwise required by law, each issued and outstanding share of Class A Common shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Company, and the holders of Class B Common shall not be entitled to vote or give consent with respect to any matters upon which shareholders are entitled to vote or to which shareholders are entitled to give consent, and the holders of Class B Common shall not be entitled to receive notice of the meetings of the shareholders of the Company.

(3) Restrictions on Transfer. No shares of Class B Common may be sold, assigned, pledged, transferred, given or otherwise disposed of, except that a holder of Class B Common shall be required to sell to the Company all shares of Class B Common held by such shareholder upon the holder's termination of employment with the Company in accordance with the terms and conditions of the Company's Employee Stock Purchase Plan.

(4) Automatic Conversion. Each share of Class B Common shall automatically convert, without any act or further action on the part of the Company or any other person, into one share of Class A Common upon or immediately prior to (i) the consolidation or merger of the Company into any other entity where the Company is not the surviving entity, (ii) the sale, transfer or disposition of all or substantially all of the Company's assets, (iii) the acquisition by an entity or person of 50% or more of the outstanding shares of capital stock, on a fully diluted basis, of the Company, or (iv) the initial public offering of the Class A Common.

(5) Reservation of Shares. The Company hereby reserves and shall at all times reserve and keep available, out of its authorized and unissued shares of Class A Common, solely for the purpose of issuance upon conversion of the outstanding shares of Class B Common hereunder, such number of shares of Class A Common as shall be issuable upon conversion of all outstanding shares of Class B Common; provided, however, that nothing contained herein shall be construed to preclude the Company from satisfying its obligations in respect of the conversion of the outstanding shares of Class B Common by delivery of purchased shares of Class A Common that are held in the treasury of the Company. All shares of Class A Common that shall be issued upon conversion of shares of Class B Common will, upon issue, be duly and validly authorized and issued, fully paid and nonassessable, free from all taxes, liens and charges arising out of or by reason of the issue thereof and not subject to any preemptive rights.

(6) Liquidation, Dissolution or Winding Up. Upon the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, the remaining assets of the Company shall be distributed ratably to the holders of Class A Common and Class B Common, as a single class, in proportion to the number of shares held by them.

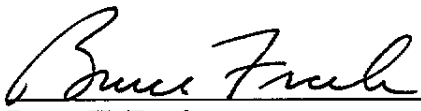
(7) Reorganization, Consolidation, Share Exchange or Merger. In the event of a reorganization, consolidation, share exchange or merger of the Company, each holder of a share of Common Stock shall be entitled to receive the same kind and amount of consideration (whether consisting of cash, property or securities) to be received by the other holder of a share of Common Stock regardless of whether such share of Common Stock is a share of Class A Common or Class B Common.

(8) Treasury Shares. Shares of Common Stock that have been acquired by the Company shall become treasury shares and may be resold or otherwise disposed of by the Company for such consideration as shall be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

IN WITNESS WHEREOF, InSight Technology Partners, Inc. has caused its corporate seal to be affixed to these Articles of Amendment, and has caused these Articles of Amendment to be signed by Bruce K. Freek, its Chairman and President, this 20th day of August, 1998.

INSIGHT TECHNOLOGY PARTNERS, INC.

[Corporate Seal]

By: 
Bruce K. Freek
Chairman and President