



THE UNITED STATES
CORPORATION
COMPANY

P97000067620

ACCOUNT NO. : 072100000032

REFERENCE : 170278 4381746

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pygott

ORDER DATE : March 16, 1999

ORDER TIME : 11:06 AM

ORDER NO. : 170278-005

CUSTOMER NO: 4381746

CUSTOMER: Ms. Rose Rayner
Potter McClelland Marks &
Suite 400
700 S. Babcock Street
Melbourne, FL 32901

FILED
99 MAR 16 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

99 MAR 16 PM 12:06

DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: PRE-PAID SOLUTIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

800002808248--7

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Jee 3/16

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRE-PAID SOLUTIONS, INC.**

99 MAR 16 PM 3:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: AMENDMENTS ADOPTED.

(A) ARTICLE IV. was amended to read as follows:

ARTICLE IV - CAPITAL STOCK

The total number of shares of all classes of stock which the corporation has authority to issue is Thirty Five Million (35,000,000) shares divided into two (2) classes, Twenty Five Million (25,000,000) shares of common stock and Ten Million (10,000,000) shares of preferred stock. The corporation is authorized to issue Twenty Five Million (25,000,000) of One Cent (\$.01) par value common stock. The corporation is authorized to issue Ten Million (10,000,000) shares of preferred stock. The Board of Directors is authorized to provide for the issuance of such stock in classes/series. . .and by filing the appropriate Articles of Amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class/series. . .and the preferences, limitations and relative rights of each. . .class/series.

(B) ARTICLE VI. was amended to read as follows:


ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. However, these preemptive rights shall be terminated and voided if: (i) the corporation merges with another entity; (ii) engages in a public offering of its stock; or (iii) enters into an agreement with a third party which, as further defined by the Board of Directors, would result in significant funding of the corporation's operations or the acquisition of a significant equity position in the company by a third party funding source.

SECOND: The date of each amendment's adoption was April 6, 1998.

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

Signed this 15th day of March, 1999.



Thomas E. Biddix
Chairman of the Board