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ACCOUNT NO. : 072100000032

REFERENCE : 570931 1579E

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 35.00

ORDER DATE : October 20, 1997

ORDER TIME : 1:35 PM

ORDER NO. : 570931-005

CUSTOMER NO: 1579E

CUSTOMER: Nelson Carryl, Esq
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

200002825042--4

DOMESTIC AMENDMENT FILING

NAME: NETVERSANT TECHNOLOGIES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT 20 PM 3:44
97 OCT 20 PM 3:34
TALLAHASSEE, FLORIDA
BUREAU OF CORPORATION

10/21

John Amend

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
NetVersant Technologies, Inc.**

FILED

97 OCT 20 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, **NetVersant Technologies, Inc.**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article IV of the Articles of Incorporation of the corporation is amended to read as follows:

ARTICLE IV.

1. Number And Class Of Shares Authorized; Par Value.

The Corporation is authorized to issue 10,000,000 shares of voting common stock having a par value of \$0.01 per share.

2. Voting Rights.

The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock.

The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

4. Preemptive Rights.

A shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any

other share of such stock at the same price at which it is offered to others or any other price.

SECOND: The foregoing amendment was approved and adopted by the sole director and sole shareholder of the Corporation by consent action dated October 7, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand this 7th day of October, 1997.

NetVersant Technologies, Inc.,
a Florida corporation

By: 
Michael Siewruk, President