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FELDMAN & ROBACK

ATTORNEYS AT LAW

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MARC H. FELDMAN
JOSEPH ROBACK

December 17, 1998

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

400002717904--9
-12/21/98-01112-007
*****35.00 *****35.00

RE: CLASSY COMPUTER COVERS, INC.
My File No. R9192


Ladies/Gentlemen:

Enclosed are the original Articles of Amendment for the above company, along with a check in the amount of \$35.00 as your filing fee.

Also enclosed is a photocopy of the Articles of Amendment. Please stamp this copy with the filing information and return that copy to this office in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely yours,


Joseph Roback

JR:lc

Encl.

FILED
98 DEC 21 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
1-4-99
CC

ARTICLES OF AMENDMENTCLASSY COMPUTER COVERS, INC.,
A FLORIDA CORPORATION

1. The following provisions of the Articles of Incorporation of CLASSY COMPUTER COVERS, Inc., a Florida Corporation, filed in Tallahassee on September 2, 1997, be and they are hereby amended in the following particulars:

ARTICLE I: NAME, is hereby amended to read as follows:

The name of the corporation shall be COMPUTER-ALLS, INC.

2. CLASSY COMPUTER COVERS, Inc. is a Florida Corporation consisting of less than 35 shareholders.

3. The foregoing amendment to the Articles of Incorporation was adopted by the unanimous written consent of all directors and a majority of the shareholders of CLASSY COMPUTER COVERS, Inc., that number being sufficient for approval of the amendment, on the 14th day of December, 1998.

ATTEST:

Richard W. Steinberg
Richard W. Steinberg
Secretary

Marilyn Stewart
Marilyn Stewart
President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 16th day of December, 1998, by Marilyn Stewart, as President and Richard W. Steinberg, as Secretary, of CLASSY COMPUTER COVERS, Inc., a Florida Corporation, on behalf of the corporation, they are personally known to me or have produced as identification: _____

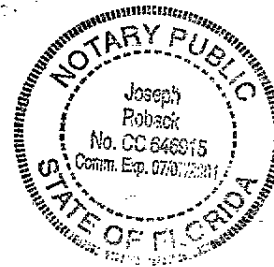
NOTARY PUBLIC

SIGN: Joseph Roback

PRINT: _____

MY COMMISSION EXPIRES: _____

(SEAL)



WRITTEN CONSENT OF THE SHAREHOLDERS
AND DIRECTORS IN LIEU OF SPECIAL MEETING,
PURSUANT TO SECTION 607.0704 AND 607.0821
OF THE FLORIDA BUSINESS CORPORATION ACT
OF CLASSY COMPUTER COVERS, INC.

THE UNDERSIGNED, being all of the Directors and not less than a majority of the Shareholders of CLASSY COMPUTER COVERS, Inc., a Florida Corporation, do hereby take and adopt the following action, in writing, without meeting:

RESOLVED, that it is in the best interests of the corporation to amend its Articles of Incorporation in accordance with that proposed amendment to the Articles of Incorporation, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

WE FURTHER CERTIFY, that the foregoing resolution is fully in accordance with and pursuant to the By-Laws of said corporation. We further certify the following persons, whose genuine signatures appear below, are the officers of said corporation in the capacity set opposite their respective signatures, to wit:

CLASSY COMPUTER COVERS, INC.,
A FLORIDA CORPORATION

Marilyn Stewart
MARYLIN STEWART
President

Marilyn Stewart
MARYLIN STEWART, Pres.

Richard W. Steinberg
RICHARD W. STEINBERG, Secy.

Richard W. Steinberg
RICHARD W. STEINBERG, V.P.

Richard W. Steinberg
RICHARD W. STEINBERG, Treas.

SHAREHOLDERS

Marilyn Stewart
MARYLIN STEWART

Robert Delaney
ROBERT DELANEY

Richard W. Steinberg
RICHARD W. STEINBERG

Joseph Roback
JOSEPH ROBACK

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of said corporation this 14 day of December, 1998.

Richard W. Steinberg
RICHARD W. STEINBERG, Secretary

CORPORATE RESOLUTION

We, the undersigned officers of CLASSY COMPUTER COVERS, INC., a Florida Corporation, organized and existing under the laws of the State of Florida, do hereby certify that at a meeting of the Board of Directors of said corporation, duly held on the 14 day of December, 1998, a quorum being present, the following resolution was adopted and that said resolution has been entered upon the regular Minute Book of said corporation, is in accordance with the By-Laws, and is now in full force and effect, to wit:

RESOLVED, that it is in the best interests of the corporation to amend its Articles of Incorporation in accordance with that proposed amendment to the Articles of Incorporation, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference.

WE FURTHER CERTIFY, that the foregoing resolution is fully in accordance with and pursuant to the By-Laws of said corporation. We further certify the following persons, whose genuine signatures appear below, are the officers of said corporation in the capacity set opposite their respective signatures, to wit:

CLASSY COMPUTER COVERS, INC.,
A FLORIDA CORPORATION

Marilyn Stewart
MARYLIN STEWART
President.

Marilyn Stewart
President MARYLIN STEWART

Richard W. Steinberg
Vice President - RICHARD W. STEINBERG

Richard W. Steinberg
Secretary - RICHARD W. STEINBERG

Richard W. Steinberg
Treasurer - RICHARD W. STEINBERG

IN WITNESS WHEREOF, I hereunto subscribe my name and affix the seal of said corporation this 14 day of December, 1998.

Richard W. Steinberg
RICHARD W. STEINBERG, Secretary