

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
BACKSOFT CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND
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**ARTICLES OF AMENDMENT
OF
BACKSOFT CORPORATION**

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The Articles of Incorporation of Backsoft Corporation, a Florida corporation (the "Corporation"), are hereby amended by striking Article III in its entirety and by substituting in its place the following:

Article III. Capital Stock

The Corporation is authorized to issue 300,000,000 shares of common stock, \$0.00033333 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

Upon the filing of this amendment, each issued and outstanding share of the Corporation's common stock, \$0.01 par value per share, shall be automatically converted to 30 shares of the Corporation's common stock, \$0.00033333 par value per share, and the Corporation's common stock, \$0.01 par value per share, shall thereupon cease to have any further rights or privileges, including but not limited to voting, dividend, and liquidation rights. Each certificate evidencing shares of the Corporation's common stock, \$0.01 par value per share, issued and outstanding at the time of filing this amendment shall thereafter be deemed to evidence 30 shares of the Corporation's common stock, \$0.00033333 par value per share, for each share of common stock, \$0.01 par value per share, evidenced by the certificate. Each person who is the holder of shares of the Corporation's common stock, \$0.01 par value per share, on the date of filing this amendment, shall be entitled, upon surrender to the Corporation of a certificate evidencing such shares, to receive a certificate evidencing 30 shares of the Corporation's common stock, \$0.00033333 par value per share, for each share of the Corporation's common stock, \$0.01 par value per share, evidenced by the surrendered certificate.

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This amendment was approved and adopted at a duly noticed meeting of the shareholders and directors of the Corporation on January 22, 2001. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.


Richard M. Swier, Jr., President

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