

**CORPORATE
ACCESS,
INC.**

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35.00

236 East 6th Avenue . Tallahassee, Florida 32303

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Amendment

1.) **Text Retrieval Systems, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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-06/02/99-01018-007
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3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

G. COULLIETTE JUN 0 2 1999

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TEXT RETRIEVAL SYSTEMS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§ 607.1003 and 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is TEXT RETRIEVAL SYSTEMS, INC.
2. The Articles of Incorporation were amended by the following resolution, which was adopted by the Shareholders and Directors of the corporation on May 28, 1999, in the manner prescribed by the Florida General Corporation Action:

BE IT RESOLVED, that Article III of the Articles of Incorporation is hereby amended to read as follows:

"ARTICLE III - SHARES:

A. The total number of shares of all classes of stock that the corporation shall have authority to issue is Ten Million One Hundred Thousand (10,100,000) and shall consist of two classes of shares designated as follows:

1. Class A Common Stock - One Million (10,000,000) shares of Class A Common Stock, no par value;
2. Class B Common Stock - One Hundred Thousand (100,000) shares of Class B Common Stock, no par value.

B. The designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof granted to or imposed upon the Class A and Class B Common Stock, or the holders thereof, are as follows:

1. Voting. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to express consent or dissent in writing without a meeting, including the election of directors, only the holders of the outstanding shares of Class A Common Stock shall have voting rights, and shall be entitled to one (1) vote in person or by proxy for each share of Class A Common Stock standing in his or her name. Provided, however, that with respect to any proposed amendment to these Articles of Incorporation that would alter or change any rights, preferences, privileges or restrictions of the shares of Class B Common Stock so as to affect them adversely, the approval of

a majority of the votes of holders of Class B Common Stock, voting separately as a class, shall be obtained in addition to the approval of a majority of the votes entitled to be cast by the holders of Class A Common Stock.

2. Dividends and Distributions. Dividends may be paid with respect to either or both classes of Common Stock at the discretion of the Board of Directors; provided, however, unless put or called as provided below, on the fourth, fifth and sixth anniversaries of the issuance of the Class B Common Stock, the holders thereof shall be entitled to receive a dividend of six cents (\$0.06) per share, and on each anniversary thereafter, a dividend of eight cents (\$0.08) per share. Dividends shall not be paid on Class A Common Stock if any dividends on Class B Common Stock are due and unpaid.

3. Redemption of Class B Common Stock. This corporation shall have the right to redeem any or all, of the Class B Common Stock for a price of seven dollars fifty cents (\$7.50) per share, payable in immediately available United States funds. At any time from and after the third anniversary of the issuance of the Class B Common Stock, each holder thereof shall be entitled to put all, but not less than all, of the shares of Class B Common Stock then owned by them for the price and payable in the manner provided for a redemption by the corporation; provided, however, that the corporation shall not be obligated to redeem any Class B Common Stock put to it by the holder(s) thereof unless the cumulative after tax earnings of the corporation, as of the date of the put, exceeds the sum of (i) all indebtedness on the books of the corporation guaranteed by any or all Class B Common Stock shareholder(s) and (ii) the cumulative value of any outstanding Class B Common Stock. In each instance, the price shall be payable upon surrender of the certificate(s) evidencing Class B Common Shares to the corporation, properly endorsed.

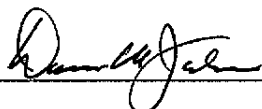
4. No Cumulative Voting. Cumulative voting shall not be permitted on any class of stock having voting rights.

5. No Preemptive Rights. Neither the holders of Class A or Class B Common Stock shall have any preemptive rights.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

DATED: MAY 28, 1999

TEXT RETRIEVAL SYSTEMS, INC.

By: 

David H. Julian, President