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LAW OFFICES OF
RICHARD S. RACHLIN, P.A.

SUITE 400
712 U.S. HIGHWAY ONE
NORTH PALM BEACH, FL 33408

RICHARD S. RACHLIN*
LAURA E. ARNOFF
*BOARD CERTIFIED
CIVIL TRIAL ATTORNEY

OF COUNSEL:
COHEN, CHERNAY, NORRIS,
WEINBERGER & HARRIS

TELEPHONE: (561) 844-3600
TELECOPIER: (561) 842-4104
<http://www.rachlin.com>
RSRach@aol.com
LaArnoff@aol.com

Via Federal Express

September 24, 1998

Florida Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

98 SEP 29 PM 12:39
FILED
SECRETARY OF STATE-5
TALLAHASSEE, FLORIDA
500002651235
-09/29/98--01033-005
*****35.00 *****35.00

RE: Government Intelligence & Proposal, Inc.
Our File No.: 2070

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of the above captioned corporation with our check in the amount of \$35.00 for the filing fee.

If you have any questions, please feel free to call me.

Sincerely yours,

Laura E. Arnoff
Laura E. Arnoff

Enclosures
cc: client

Amend

VS OCT 6 1998

ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION OF
GOVERNMENT INTELLIGENCE & PROPOSAL RESOURCES, INC.

FILED
98 SEP 29 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: AMENDMENTS ADOPTED:

Article I

The principal address of the corporation shall be 630 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408, or such other address as the corporation may designate.

Article VI - Directors

The Board of Directors shall consist of a minimum of one director and a maximum of three Directors.

The name and address of the initial Director is hereby deleted.

The name and address of the Director Elect is Gareth D. Vonderhaar and the Director's address is 630 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408.

The shareholders agree to limit the authority of its board of directors, as long as the corporation has 100 or fewer shareholders and in accordance with the Directors Agreement as may be modified or amended from time to time entered into by and between the Directors and the Shareholders.

Articles of Amendment

Government Intelligence & Proposal Resources, Inc.

Article VIII - Preemptive Rights:

The existing shareholder shall have preemptive rights to maintain a fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issues. F.S. 607.0630(4) provides that shareholders of Florida corporations incorporated after December 31, 1975, do not have any preemptive rights except as set forth in the articles of incorporation.

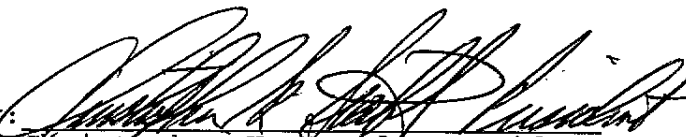
SECOND: The amendments do not provide for an exchange, reclassification or cancellation of issued shares.

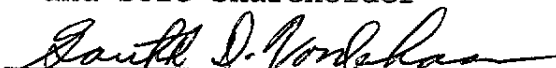
THIRD: The date of each amendment's adoption is September 1, 1998.

FOURTH: The amendments were approved by the sole shareholder of the corporation and adopted by the director of the corporation.

IN WITNESS WHEREOF, we, the undersigned, have executed these Amended Articles of Incorporation, this 23RD day of September, 1998.

(CORPORATE SEAL)

By: 
Christopher K. Stahl, President
and Sole Shareholder

By: 
Gareth D. Vonderhaar, Director Elect

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that the before me, the undersigned authority, personally appeared CHRISTOPHER K. STAHL, President and

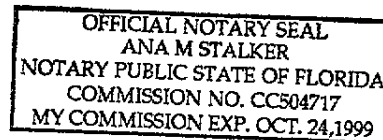
Articles of Amendment

Government Intelligence & Proposal Resources, Inc.

sole shareholder of Government Intelligence & Proposal Resources, Inc. and he acknowledged before me, under oath, that he executed the foregoing Amended Articles of Incorporation and that the statements contained therein are true and correct.

WITNESS my hand and official seal this 23rd day of September, 1998.

Ana M. Stalker
Notary Public
Name Printed: ANA M. STALKER
My commission expires:



STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that the before me, the undersigned authority, personally appeared GARETH D. VONDERHAAR, Director Elect of Government Intelligence & Proposal Resources, Inc. and he acknowledged before me, under oath, that he executed the foregoing Amended Articles of Incorporation and that the statements contained therein are true and correct.

WITNESS my hand and official seal this 23rd day of September, 1998.

Ana M. Stalker
Notary Public
Name Printed: ANA M. STALKER
My commission expires:

