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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 822226 96749A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 43.75

ORDER DATE : May 18, 1998

ORDER TIME : 10:58 AM

ORDER NO. : 822226-005

800002527058--0

CUSTOMER NO: 96749A

CUSTOMER: Rebecca J. Del Medico, Esq
Rebecca J. Del Medico, Esq
14 Tara Lakes Drive East

Boynton Beach, FL 33436

DOMESTIC AMENDMENT FILING

NAME: ELEVENTH HOUR SOFTWARE
PRODUCTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

Amer 2 38
5/18/98

FILED STATE
SECRETARY OF CORPORATIONS
98 MAY 18 PM 1:39

RECEIVED
98 MAY 18 PM 12:09
DIVISION OF CORPORATION

**AMENDED ARTICLES OF INCORPORATION
OF
ELEVENTH HOUR SOFTWARE PRODUCTION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 PM 1:39

Article I - Name

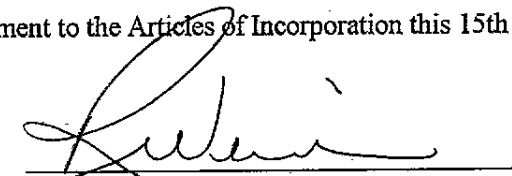
The name of this corporation is Eleventh Hour Software Production, Inc.

The Rights and Preferences of the Series A Convertible Preferred Stock (hereinafter referred to as the "Convertible Preferred Stock") contained in Article V shall be amended as follows:

(f) Voting Rights of Convertible Preferred Stock. The holders of outstanding shares of Preferred Stock shall be entitled to one vote per share on all matters which shareholders are entitled to vote upon at all meetings of the Shareholders.

This Amendment was adopted by the Board of Directors of Eleventh Hour Software Production, Inc. by Written Action on May 15, 1998. Pursuant to the Florida Business Corporation Act, Shareholder approval is not required.

IN WITNESS WHEREOF, the undersigned, the sole officer and director of Eleventh Hour Software Production, Inc. has executed this Amendment to the Articles of Incorporation this 15th day of May 1998.

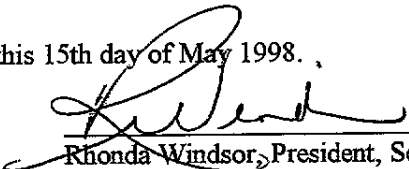

Rhonda Windsor, Sole Officer and Director

**RESOLUTION ADOPTED BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF ELEVENTH HOUR SOFTWARE PRODUCTION, INC.
AMENDING THE ARTICLES OF INCORPORATION**

The undersigned, being the sole director and officer of **ELEVENTH HOUR SOFTWARE PRODUCTION, INC.**, a corporation organized under the laws of the State of Florida (the "Corporation"), pursuant to Florida Statute 607.0821, do by this written consent to take the following action pursuant to Florida Statute 607.0602 and adopt the following resolution(s):

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by Article V of the Corporation's Certificate of Incorporation, the Series A Convertible Preferred Stock (the "Preferred Stock"), consisting of 1,500,000 shares, \$.001 par value per share, shall have the preferences and relative and other rights, and the qualifications, limitations or restrictions thereof, as are set forth in the Articles of Amendment, attached hereto as Exhibit A and incorporated herein (the "Amendment").

The Amendment is hereby adopted this 15th day of May 1998.


Rhonda Windsor, President, Secretary,
Treasurer and Director