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11/18/98

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: BIOSOFTRIX, INC.

AUDIT NUMBER..... H98000021509

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ATTORNEY:

427

CLIENT:

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MATTER:

58657

COMMENTS:

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THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE

Direct Dial: 407/418-6203

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FAX #: (407)843-4444

NAME: BIOSOFTRIX, INC.

AUDIT NUMBER......1198000021509

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GAIL S. ANDRE Direct Dist: 407/418-6203 (850)922-3709

11/19/98 09:24 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 19, 1998

BIOSOFTRIX, INC. 9213 CROMWELL GARDENS COURT ORLANDO, FL 32827

SUBJECT: BIOSOFTRIX, INC. REF: P98000032257

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The correct fax audit number is £98000021509. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist

FAX Aud. #: H98000021509 Letter Number: 098A00055571 (850)922-3709

11/18/98 14:30 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1998

BIOSOFTRIX, INC. 9213 CROMWELL GARDENS COURT ORLANDO, FL 32827

SUBJECT: BIOSOFTRIX, INC.

REF: P98000032257

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H98000021509 Letter Number: 998A00055481

H98000021509

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BIOSOFTRIX, INC.

Pursuant to the provisions of Sections 607.1002 and 607.1006 of the Florida Statutes, BIOSOFTRIX, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

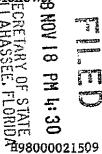
- 1. The name of the Corporation is BIOSOFTRIX, INC.
- 2. The original Articles of Incorporation for the Corporation were filed on April 7, 1998, and assigned Charter No. P98000032257.
- 3. In a Written Consent to Action of the Board of Directors of the Corporation executed on October 3, 1998, the Directors have unanimously agreed that the Articles of Incorporation be amended to change the capital stock of the Corporation and the initial Board of Directors of the Corporation.
- 4. The Corporation has not issued shares of stock of the Corporation and therefore, shareholder approval of these Articles of Amendment will not be required.
 - 5. Article III of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE III - CAPITAL STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is TWO THOUSAND (2,000) shares, which shall consist of ONE THOUSAND (1,000) shares of Class A Voting Common Stock with a par value of ONE DOLLAR (\$1.00) per share, and ONE THOUSAND (1,000) shares of Class B Non-Voting Common Stock with a par value of ONE DOLLAR (\$1.00) per share. Each holder of Class A Voting Common Stock shall have one vote with respect to each share of such stock held by him or her of record on the books of the Corporation on matters voted upon by the shareholders. Each holder of Class B Non-Voting Common Stock will be afforded no voting rights but shall have all other rights of a holder of common stock, including rights to a proportionate share of dividends and other distributions made on account of common stock of the Corporation.

6. Article V of the Articles of Incorporation is hereby amended to read as follows:

This document was prepared by:
Richard J. Fildes
Florida Bar Number: 237345
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600



H98000021509

ARTICLE V - L BOARD OF DIRECTORS

This Corporation shall have four (4) directors... The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The names and addresses of the directors are as follows:

Peter Gregor Jamieson

9213 Cromwell Gardens Court

Orlando, Florida 32827

Arno Anthonius Johannes Hovius

Buisweg 87

1222 GB Hilversum (Netherlands)

Donald Charles George Armour

Plesmanlaan 30

8072 PT Nunspeet

Clifford Rees Morgan, II

Lam Investments, Inc. 9316 Thurloe Place Orlando, Florida 32829

7. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, a member of the Board of Directors of the Corporation has executed these Articles of Amendment this 16th day of 1998, on behalf of the Corporation.

Peter Gregor Thinleson, Director