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March 31, 1999

State of Florida
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

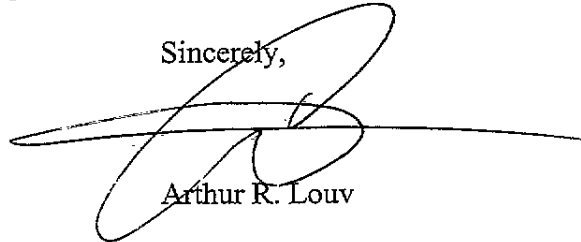
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RE: PC Help!, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to Article of Incorporation for PC Help!, Inc. for filing, along with a \$35 check for the filing fee. Please have the articles of amendment filed and forward a stamped copy to the undersigned's address. Thank you for your prompt attention to this matter.

Sincerely,



Arthur R. Louv

ARL/caj
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N.C.
4-12-99
CC

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PC HELP!, INC.**

The undersigned President and Secretary of PC HELP!, INC. hereby certifies that on the 31st day of March, 1999, the Sole Director and Shareholder of PC HELP!, INC., by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved resolutions amending Articles I and IV of the Articles of Incorporation of PC HELP!, INC., and that the following are a true and correct statement of the text of said resolutions:

RESOLVED, that Articles I and IV of the Articles of Incorporation is (are) hereby amended to provide as follows:

ARTICLE I – Name

The name of this Corporation shall be:

DiCom Software Corporation

ARTICLE IV – Capital Stock

A. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share, consisting of 5,000 Shares of Class A Common Stock and 5,000 shares of Class B Common Stock.

B. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(1) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

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TALLAHASSEE, FLORIDA

(3) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders. Shares of Class A Common Stock and Class B Common Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as separate classes of Common Stock of the Corporation and as provided herein with respect to the nomination and election of members of the Board of Directors of the Corporation. All references in these Articles of Incorporation, the Bylaws of the Corporation and the Business Corporation Act of Florida to a majority of shares issued and outstanding and entitled to vote or similar language of similar import and purpose, in context, shall mean a majority of shares of each class issued by the Corporation and outstanding and entitled to vote. The holders of shares of Class A Common Stock shall be entitled to nominate and elect, voting as a class, a numerical majority of the members of the Board of Directors of the Corporation, and the holders of shares of Class B Common Stock shall be entitled to nominate and elect, voting as a class, a numerical minority of the members of the Board of Directors.

(4) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(5) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

(6) All shares of Common Stock issued and outstanding prior to January 1, 1999 shall be deemed to be and shall be Class A Common Stock.

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment.

Executed this 31st day of March, 1999.

PC HELP!, INC.

ATTEST:

[Signature]
Secretary

By: [Signature]
Carolyn Nobles, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 31st day of March, 1999 by Carolyn Nobles, President and Secretary, respectively, of PC HELP!, INC., a Florida corporation, on behalf of the corporation. She is personally known to me ☒ [or has produced _____ as identification] and did not take an oath.

[Signature]
Notary Public, State of Florida

Carol Ann Justice
Printed Name of Notary

My Commission Expires:



Carol Ann Justice
My Commission CC624279
Expires August 24, 2000