

DRAGE, DE BEAUBIEN, KNIGHT, SIMMONS, ROMANO & NEAL

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HUGO H. DE BEAUBIEN
THOMAS B. DRAGE, JR.
T. KEVIN KNIGHT††
DANIEL F. MANTZARIS
D. JOHN MORGESON, JR.
THOMAS F. NEAL
JULIE HIONS O'KANE
MICHAEL A. ROMANO† ††
DAVID H. SIMMONS†† ‡

MICHAEL R. ANSAY
DARLENE D. BENEKE
CHERYL L. GRANT
FRANCISCO M. FERNANDEZ°
JULIE E. FINK
JENNIFER C. FRANK
DALE T. GOBEL

†† BOARD CERTIFIED CIVIL TRIAL ATTORNEY

‡ BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

POST OFFICE BOX 87
332 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32802-0087
(407) 422-2454
TELEFAX (407) 849-1845

JULIAN GONZALES
P. HAYDEN HASKINS, JR.
KENNETH P. HAZOURI
PATRICK G. HOWELL
BLAIR T. JACKSON
STEPHEN J. JACOBS
RACHAEL E. McMORRIS
HEATHER MORGROFT
DANIEL J. O'MALLEY
REBECCA L. PALMER
MATTHEW D. PARDY
ELIZABETH A. LANHAM-PATRIE
JENNIFER L. PERRY
YVETTE RODRIGUEZ
BEN ROSSI, JR.
LAUREN B. SHAPIRO

† ALSO ADMITTED TO ILLINOIS BAR

° ALSO ADMITTED TO LOUISIANA
AND PUERTO RICO

November 5, 1998

P98000067920

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

400002683104--E
-11/09/98--01057--007
*****87.50 *****43.75

Re: Steven's Consulting Corp.
OMNI 2000 Enterprises, Inc.

Dear Sir or Madam:

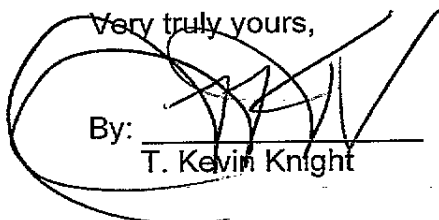
Enclosed please find the original and one copy of the Amended Articles of Incorporation for Steven's Consulting Corp., and OMNI 2000 Enterprises, Inc., for filing with your office.

Also enclosed is a check in the amount of \$87.50 representing the filing fee, registered agent fee, and certified copy fee.

Amend
12-9-98
DAS

FILED
98 NOV -9 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Once the Articles have been filed, please return the certified copy to us. If there are any questions, please contact us.

Very truly yours,

By: _____
T. Kevin Knight

TKK/nv
Enclosure
cc: Steve Weintraub

DRAGE, DE BEAUBIEN, KNIGHT, SIMMONS, ROMANO & NEAL

ATTORNEYS AND COUNSELLORS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HUGO H. DE BEAUBIEN
THOMAS B. DRAGE, JR.
T. KEVIN KNIGHT††
DANIEL F. MANTZARIS
D. JOHN MORGESON, JR.
THOMAS F. NEAL
JULIE HIONS O'KANE
MICHAEL A. ROMANO† †
DAVID H. SIMMONS†† ‡

MICHAEL R. ANSAY
DARLENE D. BENEKE
CHERYL L. GRANT
FRANCISCO M. FERNANDEZ°
JULIE E. FINK
JENNIFER C. FRANK
DALE T. GOBEL

†† BOARD CERTIFIED CIVIL TRIAL ATTORNEY

‡ BOARD CERTIFIED BUSINESS LITIGATION ATTORNEY

POST OFFICE BOX 87
332 NORTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32802-0087
(407) 422-2454
TELEFAX (407) 849-1845

JULIAN GONZALES
P. HAYDEN HASKINS, JR.
KENNETH P. HAZOURI
PATRICK C. HOWELL
BLAIR T. JACKSON
STEPHEN J. JACOBS
RACHAEL E. McMORRIS
HEATHER MORCROFT
DANIEL J. O'MALLEY
REBECCA L. PALMER
MATTHEW D. PARDY
ELIZABETH A. LANHAM-PATRIE
JENNIFER L. PERRY
YVETTE RODRIGUEZ
BEN ROSSI, JR.
LAUREN B. SHAPIRO

† ALSO ADMITTED TO ILLINOIS BAR

° ALSO ADMITTED TO LOUISIANA
AND PUERTO RICO

December 3, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: Steven's Consulting Corp.
OMNI 2000 Enterprises, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Amended Articles of Incorporation for Steven's Consulting Corp., and OMNI 2000 Enterprises, Inc., for filing with your office. Additionally, we have enclosed copies of the Minutes of Special Joint Meeting of Shareholders and Board of Directors for both corporations reflecting the adoption of the amendments.

FILED
98 NOV -9 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Once the Amended Articles have been filed, please return the certified copy to us.
If there are any questions, please contact us.

Very truly yours,

By: 

T. Kevin Knight

TKK/nv
Enclosure
cc: Steve Weintraub



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 12, 1998

T. KEVIN KNIGHT
C/O DRAGE, DE BEAUBIEN, KNIGHT, SIMMONS
POST OFFICE BOX 87
ORLANDO, FL 32802-0087

SUBJECT: OMNI 2000 ENTERPRISES, INC.
Ref. Number: P98000067920

98 NOV -9 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for OMNI 2000 ENTERPRISES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 598A00054720

AMENDED ARTICLES OF INCORPORATION
OF
OMNI 2000 ENTERPRISES, INC.

FILED

98 NOV -9 AM 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TALLAHASSEE, FL

The undersigned incorporator to these Amended Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida:

ARTICLE I. NAME AND PRINCIPAL ADDRESS OF CORPORATION

The name and address of the corporation is: OMNI 2000 ENTERPRISES, INC.,
283 N. Lake Blvd., Suite 111, Altamonte Springs, FL 32701.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a par value of \$1.00 per share. The corporation will begin business with ONE HUNDRED AND 00/100 DOLLARS. All stock to be issued in this corporation shall qualify under Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV. ADDRESS

The street address of the initial registered agent of the corporation shall be 283 N. Lake Blvd., Suite 111, Altamonte Springs, FL 32701, and the name of the initial registered agent of the corporation at that address is Steven Weintraub.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have three (3) Directors initially. The names and street addresses of the initial members of the Board of Directors are:

1. Steven Weintraub
283 N. Lake Blvd., Suite 111
Altamonte Springs, FL 32701
2. Peter A. Prohaska
628-105 Kenwick Circle
Casselberry, FL 32707
3. Abraham Weintraub
17 Mercer Avenue
Englewood Cliffs, NJ 07632

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

- | | |
|------------------------|-------------------|
| 1. President | Peter A. Prohaska |
| 2. Vice President | Steven Weintraub |
| 3. Secretary/Treasurer | Abraham Weintraub |

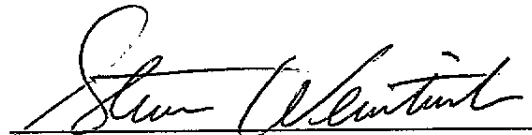
ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer, or director, to the full extent permitted by law.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is Steven Weintraub, 283 N. Lake Blvd., Suite 111, Altamonte Springs, FL 32701.

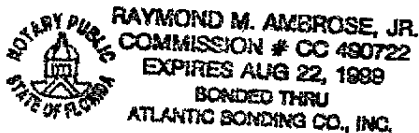
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal the 30 day of October, 1998.

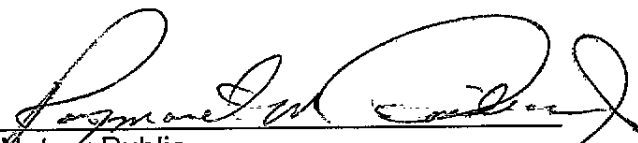

Steven Weintraub

State of Florida
County of Orange

The foregoing instrument was acknowledged before me this ____ day of October, 1998, by Steven Weintraub, who is personally known to me or who has produced a Florida Driver's License as identification and who did take an oath.

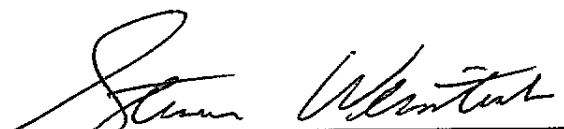
Witness my hand and official seal in the County and State aforesaid this ____ day of October, 1998.




Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as Registered Agent for OMNI 2000 ENTERPRISES, INC.


Steven Weintraub
Registered Agent

**MINUTES OF SPECIAL JOINT MEETING OF
SHAREHOLDERS AND BOARD OF DIRECTORS OF
OMNI 2000 ENTERPRISES, INC.**

A special meeting of the Shareholders and Board of Directors of Omni 2000 Enterprises, Inc., was held on October 30, 1998, at 5:00 p.m. at 283 N. Lake Blvd., Suite 111, Altamonte Springs, FL 32701.

The meeting was called to order by the President of the corporation, and the following Shareholders and Board of Directors, being all of the Shareholders and Board of Directors of the corporation, were present:

Steven Weintraub
Peter A. Prohaska
Abraham Weintraub

Upon motion duly made, seconded, and unanimously carried, it was

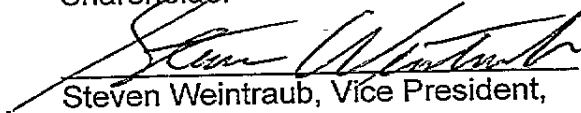
RESOLVED: That the Amended Articles of Incorporation set forth in the attached Exhibit are approved to provide that the stock to be issued in this corporation shall qualify under Section 1244 of the Internal Revenue Code of 1986, as amended.

There being no further business to come before the meeting, upon motion duly made, seconded, and carried, the same was adjourned.

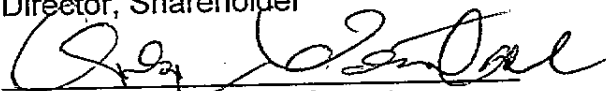
Dated: October 30, 1998



Peter A. Prohaska, President, Director,
Shareholder



Steven Weintraub, Vice President,
Director, Shareholder



Abraham Weintraub, Secretary,
Treasurer, Director, Shareholder