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BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET

TAMPA, FLORIDA 33602

(813) 224-9255

FAX (813) 223-9620

MAILING ADDRESS:

POST OFFICE BOX 3913

TAMPA, FL 33601

May 5, 2001

MAHLON H. BARLOW, III
WILLIAM B. BOWLES JR.
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
STEPHEN B. FRENCH
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
R.J. HAUGHEY, II
HEIDI L. HOBBS
PAUL L. HUEY
BRENT A. JONES
LEIGH H. KELLETT

BRIAN T. MCELFRICK
S. TODD MERRILL
STEVEN H. MEZER
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
MARIAN HYATT SBAR
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
CYNTHIA L. TATE
GERALD C. THOMAS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Tribridge, Inc.

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-05/09/01--01095--021
*****43.75 *****43.75

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$43.75 in payment of the filing fee and certified copy for such Amendment.

Sincerely,

Barbara A. Rowe

Barbara A. Rowe,
Legal Assistant to
Richard B. Hadlow

/bar
Enclosures
228596.1

FILED
01 MAY -9 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN MAY 16 2001

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

FILED
01 MAY -9 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRIBRIDGE, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article VII in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE VII - BOARD OF DIRECTORS"

The Board of Directors of the corporation shall be elected by the shareholders and shall govern the corporation all as set forth in the Bylaws of the corporation."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, all of the holders of the Corporation's Class A Voting Common Stock (which is the Corporation's sole class of voting stock) and all directors having executed a written statement, dated April 19, 2001 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by such shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 20th day of April, 2001.

TRIBRIDGE, INC.

By:


Brian K. Deming, President