P98000094564

CERTIFIED PUBLIC ACCOUNTANT

7345 Jackson Springs Road, Suite 3 Tampa, Florida 33634 813-884-7245



October 30, 1998

Florida Department of State Division of Corporations, New Filing Section P.O. Box 6327 Tallahassee, Florida 32314

500002705845--7 -12/08/98--01040--004 *****35.00 *****35.00

Dear Sir:

I have enclosed an Articles of Amendment to Articles of Incorporation of Cogninet, Inc.

I have also enclosed a check for 35.00 for the applicable filing fee. I am requesting that you process these Articles of Amendment as soon as possible.

Sincerely yours,

Carl T. Watkins, CPA

Cal T. Wothing

2 Encl's

Amend

VS DEC 1 5 1998

wp:artlettr

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

COGNINET, INC.

Pursuant to the provisions of section 607.1006, Florida Statues, this Florida profit corporation assigned document number P98000094564 adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Amendment 1: The effective date of the start of the corporation is changed from January 1, 1999 to November 5, 1998.

SECOND: The date of each amendments adoption: November 24, 1998 THIRD: Adoption of Amendments(s) (CHECK ONE) The amendment(s) was/were approved by the sole shareholder and the sole director. The number of votes cast for the amendment was/were sufficient for approval. The amendment(s) was/were approved by the shareholder through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): The number of votes cast for the amendment(s) was/were sufficient For approval by Voting group The amendment(s) was/were adopted by the board of directors without Shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder Action and shareholder action was not required. Signed this 24th day of November, 1998.