

TOTAL_e

P98000102223

June 18, 1999

FILED
99 JUN 21 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

400002910314-6
-06/21/99-01079-017
****46.75 ****43.75

Re: Amendment to Articles of Incorporation

Dear Sir:

I am enclosing herewith two originals of Amendment to Articles of Incorporation of TOTAL_e, Inc., together with a check in the amount of \$46.75 to cover the cost of filing and one certified copy.

Your help in this matter is greatly appreciated.

Very truly yours,

Barbara A. Sweginnis
Barbara A. Sweginnis
Legal Assistant

95419-1398

/bas
Encs.

VIA FEDERAL EXPRESS

Amend.

V. SHEPARD JUN 24 1999

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
TOTALE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed December 4, 1998 under Charter No. P98000102223.

FIRST: The name of the corporation is TOTALE, INC.

SECOND: the following amendment of the Articles of Incorporation was adopted by the corporation:

ARTICLE IV - STOCK

FROM: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of Common Stock, \$0.01 par value, which shall be designated as "Common Stock".

TO: This corporation is authorized to issue FIVE MILLION TWO HUNDRED THOUSAND (5,200,000) SHARES of Common Stock, \$0.01 par value, which shall be designated as "Common Stock".

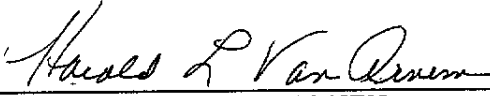
THIRD: The amendment was adopted by the Board of Directors on the 1st day of June, 1999.

FOURTH: The amendment was adopted by the Shareholders of the corporation on the 1st day of June, 1999.

DATED: June 11, 1999

TOTALE, INC.

BY:


HAROLD L. VAN ARNEM
CEO/Director

ATTEST:


JULIA M. DECKER - Secretary