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OFFICE
BRYN & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

ONE BISCAYNE TOWER, SUITE 2690
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-0501
FACSIMILE (305) 372-8068

May 29, 2001

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

ATTENTION: Amendments

Re: Veritas HCM, Inc.

Dear Sir/Madam:

Enclosed is an original of Articles of Amendment to the Articles of Incorporation of Veritas HCM, Inc. together with one copy, for filing with corporate records.

Also enclosed is a check in the amount of \$35.00 in payment of the filing fee.

Should you have any questions please contact the undersigned.

Very truly yours,


Mark J. Bryn

FILED
01 MAY 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 7 2001

Amend

ARTICLES OF AMENDMENT OF
VERITAS HCM, INC.

FILED
01 MAY 31 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Veritas HCM, Inc., a Florida corporation, through its undersigned Secretary, hereby files these Articles of Amendment, as follows:

1. On May 25th, 2001, the shareholders, by written consent, adopted the following Amendments to the Articles of Incorporation of the Corporation.
2. The effect of these Articles of Amendment will be to:

- 2.1 Change the reading of Article II of the Articles of Incorporation, as follows:

"ARTICLE II. This Corporation is authorized to issue Two million (2,000,000) shares, which shares shall be designated "Common Stock", par value \$.01 per share, and One million (1,000,000) shares, which shares shall be designated "Preferred Stock", par value \$.01 per share. The Preferred Stock may be issued in series, terms and preferences as the Board of Directors may, from time to time, determine ."; and

- 2.2 Add a new Article IX to read as follows:

Article IX. "For any year in which the Company shall have made a valid election under Internal Revenue Code Section 1362(a) (or any successor statute) to be treated as a small business corporation, the corporation shall distribute, within 90 days from the close of any calendar year, an amount equal to the taxable income of the Corporation, as determined by the accountants for the Corporation, multiplied the highest marginal rate of tax, applicable to individuals under Internal Revenue Code Section 1."

[Corporate Seal]

Date: May 29th, 2001


Eric J Kaplan, Secretary

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing Articles of Amendment to the Articles of Incorporation for Veritas HCM, Inc.

were sworn to and subscribed before me this 24th day of May, 2001 by Eric
J. Kaplan, as secretary of Veritas HCM, Inc.

X who is personally known to me, or

___ whose identity I proved on the basis of _____

NOTARY PUBLIC
SEAL OF OFFICE:



Mark J. Bryn
MY COMMISSION # CC688858 EXPIRES
October 15, 2001
BONDED THRU TRC/FALN INSURANCE, INC.

Mark J. Bryn
Notary Public, State of Florida

MARK J. BRYN
Print Notary Public Name