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HostLogic
Managed Application Provider

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September 7, 2000

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

Dear Division of Corporations:

Enclosed please find an original executed copy of HostLogic, Inc.'s Articles of Amendment. Please record same and send written acknowledge of the Division's acceptance of such filing to me in the enclosed, self-addressed and stamped envelope.

Thank you.

By: Marc A. Wites
Marc A. Wites, General Counsel

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

SEP 12 2000

**ARTICLES OF AMENDMENT
FOR
HOSTLOGIC, INC.**

Pursuant to Florida Statutes 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article III - Capital Stock is hereby amended to read as follows:

1. The Corporation is authorized to issue 126,000,000 shares divided into three (3) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

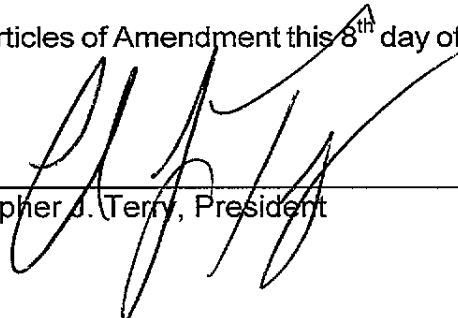
<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	75,000,000	\$0.01
Class A Preferred	1,000,000	\$1.00
Class B Preferred	30,000,000	\$0.01

2. The Class A Preferred shares shall only be entitled to receive stock dividends in kind at the annual rate of 10% of the outstanding preferred shares. If said shares are held for less than a full year, the annual rate of 10% shall be adjusted to the proportion that the number of days such shares were held bears to the total number of days in such year. The preferred shares shall not be entitled to vote on any matters unless provided by Florida law.
3. The Class A Preferred shares shall be redeemed in whole at par value (\$1.00 per share) upon the occurrence of any of the following events:
- (1) The Corporation conducts a successful initial public offering (IPO) of its stock;
 - (2) The Corporation is acquired by a third party through a merger; or
 - (3) The Corporation sells all or substantially all of its assets.
4. To the extent dividends provided for in Article III(2) above have accumulated prior to the occurrence of any of the events listed in Article III(3), such dividends shall be paid prior to the mandatory redemption.
5. The Class B Preferred shares shall be convertible at any time, at the option of the holder thereof, into shares of Common Stock at the rate of one (1) share of Common Stock for each share of Class B Preferred Stock.

In the event of any voluntary or involuntary liquidation of the Corporation, the Class B Preferred shares shall have a liquidation preference over the Class A Preferred Stock and the Common Stock. In such event, the holders thereof shall be entitled to receive in full their original capital contributions made to the Corporation or the capital contributions made to the Corporation by the predecessor owners of said stock prior to any liquidating distributions being made by the Corporation to the owners of the Class A Preferred Shares or the Common Shares. With the exception of the foregoing, the rights and privileges of the holders of Class B Preferred Stock shall be the same as the rights and privileges of the holders of the Common Stock, including voting and dividend rights.

2. The number of votes cast for the Amendment by the Shareholders was sufficient for approval.
3. The foregoing amendments were adopted on August 8, 2000.

Whereof, the undersigned has executed these Articles of Amendment this 8th day of August, 2000.



Christopher J. Terry, President

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