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BRUCE BRASHEAR
THOMPkins W. WHITE
AMY SINELLI

July 26, 1999

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

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-07/29/99-01012-001
*****87.50 *****43.75

RE: Velara Software, Inc.

Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$87.50 representing \$35.00 for filing fees and \$52.50 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Amerd
8-3-99
AMS

Sincerely,

Kim Holloway
Kim Holloway, Legal Assistant
to Amy E. Sinelli, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 29 AM 9:05

FILED

Enclosures

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VELARA SOFTWARE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 29 AM 9:05

FILED

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1003 of the Florida Statutes, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on July 9, 1999:

1. The following amendment to the Articles of Incorporation of Velara Software, Inc. was adopted by holders of a majority of the outstanding shares of the common stock of the corporation on July 9, 1999, in the manner prescribed by the Florida General Corporation Act:

ARTICLE V

Capital Stock: The aggregate number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.001 per share.

2. The number of shares of the Corporation outstanding at the time of such adoption was 100,000 shares of common stock; and the number of shares entitled to vote thereon was 100,000 shares of common stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	100,000

4. Number of shares voted for the amendment of Article V was 100,000; the number of shares voted against such amendment was <0>; the number of shares abstaining was <0>; and the number of shares not represented at the meeting in person or by proxy was <0>.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article V was sufficient for approval by the common stock shareholders.

Dated: 7/9, 1999.

ERIC HANSON

Eric N. Hanson
President, Secretary, Director and Shareholder

Corporate Seal

Attest: Eric N. Hanson
ERIC HANSON

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ERIC HANSON, President of Velara Software, Inc. to me known to be the person described in and who executed the foregoing Articles of Amendment, and ERIC HANSON, Secretary of Velara Software, Inc., to me known to be the person described in and who attested to the foregoing Articles of Amendment, and upon oath acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of July, A.D. 1999.

[Signature]
Notary Public, State at Large
Printed Name: _____
My Commission Expires: _____

(SEAL)



Amy E. Sinelli
MY COMMISSION # CC770369 EXPIRES
August 25, 2002
BONDED THRU TROY FAIN INSURANCE