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BRUCE BRASHEAR
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July 20, 2001

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

RE: VELARA SOFTWARE, INC.

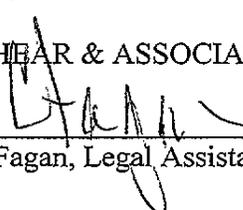
Dear Sirs:

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 \$43.75 representing \$35.00 for filing fees and \$8.75 for a certified copy of same.

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

Sincerely,

BRASHEAR & ASSOCIATES, P.L.


Carrie Fagan, Legal Assistant

Enclosures

FILED
01 JUL 23 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS JUL 27 2001

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

01 JUL 23 11 10 42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in §607.1003 FLA.STAT. (2000), 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, 2001:

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, 2001, in the manner prescribed by the Florida General Corporation Act. Article V of the Articles of Incorporation of Velara Software, Inc. is hereby amended to read as follows:

ARTICLE V

Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is 12,000,000 of which 10,000,000 shares of the par value of \$.001 per share shall be designated "Common Stock" and 2,000,000 shares of the par value of \$.001 per share shall be designated "Preferred Stock". The Preferred Stock may be issued in one or more series and shall have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional, or other special rights (including conversion or exchange rights), and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issuance of such stock adopted from time to time by the Board of Directors. The Board of Directors is hereby expressly vested with the authority to determine and fix in the resolution or resolutions providing for the issuance of the Preferred Stock the voting powers, designations, preferences and rights, and the qualifications, limitations, or restrictions thereof, of each such series to the full extent now or hereafter permitted by the laws of the State of Florida.

2. The number of shares of the corporation outstanding at the time of such adoption was 1,139,484 shares common stock; and the number of shares entitled to vote thereon was 1,139,484 shares 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	1,139,484

4. Number of shares voted for the amendment of Article V was 1,083,845; the number of shares voted against such amendment was 10,000; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was 45,639.

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: July 9, 2001.

VELARA SOFTWARE, INC.

By: Eric Hanson
ERIC HANSON, President

Corporate Seal

Attest: Eric Hanson
ERIC HANSON, Secretary

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 and 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 he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of July, A.D. 2001.

[Signature]

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



Carrie P. Fagan
MY COMMISSION # CC993032 EXPIRES
January 10, 2005
BONDED THRU TROY FAIN INSURANCE, INC.