

P990000062965



Numismatic Corporation

Computer Software

Todd Martin Miller, Chairman
5115 North Socrum Loop Road, Apartment 197
Lakeland, Florida 33809-429547

February 17th, 2001

Florida Department of State
Amendment of Corporate Articles
Care of Katherine Harris
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003791531--0
-03/01/01--01086--005
*****35.00 *****35.00

SUBJECT: Amendment of Articles of Incorporation
Reference Number: 2

Pursuant to Florida Statute 607, Numismatic Corporation is filing these Amendments to Articles.

Enclosed is an order for the payment of \$35.00 for the fee of filing.

If you have any questions concerning this matter, please either respond in writing or call (863) 816-8695.

Todd Martin Miller
Chairman

*Amend
3-5-01
DK*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR - 1 PM 12:36

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NUMISMATIC CORPORATION

FILED
01 MAR -1 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

AMENDED ARTICLE I:

ARTICLE I CORPORATION CREATED

The following person, citizen of the United States of America and incorporated owner of the fictitious name Numismatic in the county of Palm Beach in the State of Florida, to wit: Todd Martin Miller of Lakeland, Florida and such other persons as are now members of the said Numismatic and their successors, are created and declared to be a body corporate, by the name of Numismatic Corporation.

AMENDED ARTICLE II:

ARTICLE III Purposes of corporation; restrictions

The purposes of the corporation are and shall be to profit of the production of computer software and to promote the establishment and maintenance of a corporation on the basis of profitability. The corporation shall be operated for profit, and all parts of its income and assets shall inure to any of its owners, employees or stock holders or other members of its executive board of trustees and be distributable thereto otherwise upon dissolution or final liquidation of the corporation.

AMENDED ARTICLE III:

ARTICLE III Executive and Board of Director; Officer

The governing board of the corporation, at its annual meetings and at such other meetings as may be called pursuant to the provisions of its constitution, bylaws, and regulations, hereinafter mentioned, shall be a Board of Directors consisting of a Chairman to be determined by the constitution of the corporation or not less than one person. The number of members of the board of Directors shall initially be one Mister Todd Martin Miller of 5115 North Socrum Loop Road, Apartment one hundred and ninety-seven, in Lakeland, Florida (33809-4295), the initial registrant.

AMENDED ARTICLE IV:

ARTICLE IV Principal office; territorial scope of activities

The corporation shall have its principal office in the State of Florida at 5115 North Socrum Loop Road, Apartment one hundred and ninety-seven in Lakeland and the mailing address shall be the same with the addition of the United States postal code three three eight zero nine hyphen four two nine five and shall have the right to conduct its activities in the said State and at any other place or places in the United States of America and abroad.



AMENDED ARTICLE V

ARTICLE V Powers of corporation

The corporation shall have succession by its corporate name and shall have power to sue and be sued, complain and defend in any court of competent jurisdiction; to adopt, use, and alter a corporate seal; to choose such officers, managers, and agents as its business may require; to adopt, amend, apply, and administer a constitution, bylaws, and regulations, not inconsistent with the laws of the United States of America or any State in which the corporation is to operate, for the management of its property and the regulation of its affairs; to contract and be contracted with; to take and hold by lease, gift, purchase, grant, devise, or bequest, in full title, in trust, or otherwise, any property, real or personal, necessary for attaining the objects and carrying into effect the purposes of the corporation, subject however, to applicable provisions of law of any State (A) governing the amount or kind of real and personal property which may be held by, or (B) otherwise limiting or controlling the ownership of real and personal property by a corporation operating in such State; to transfer and convey real or personal property; to borrow money for the purposes of the corporation and issue bonds therefore, and secure the same by mortgage subject in every case to all applicable provisions of Federal or State or Country or Local laws; to publish a journal and other publications, and generally to do any and all such acts and things as may be necessary and proper in carrying into effect the purposes of the corporation.

ADDED ARTICLE VI

ARTICLE VI Liability for acts of officers and agents; agent for service of process

The corporation shall be liable for the acts of its officers and agents. It shall have in the State of Florida a designated agent authorized to accept service of process for the corporation; and notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed notice to or service upon the corporation.

ADDED ARTICLE VII

ARTICLE VII Affirmation of issuance of stock, payment of dividends, and loans

The corporation shall issue as many as one thousand shares of stock at any one time, and may declare or pay dividends, and make loans and advances to its officers or members of its board of directors. Any member of its board of directors who votes for or assents to the soliciting of a loan or advance to an officer of the corporation or to a member of its board of trustees, and any officer or officers participating in the acceptance of any such loan or advance, shall be jointly and severally liable to the corporation for the amount of such loan or advance until the repayment thereof.

ADDED ARTICLE VII

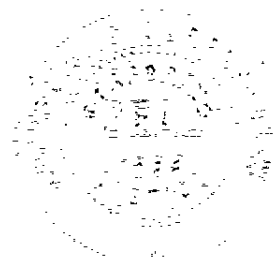
ARTICLE VIII Books and records; inspection

The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the said corporation. It shall also keep at its principal office a record giving the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney, for any proper purpose, at any reasonable time.

ADDED ARTICLE IX

ARTICLE IX Duration of corporation

The duration of the corporation shall be perpetual.



ADDED ARTICLE X

ARTICLE X Acquisition of assets and liabilities of existing association

The corporation may and shall acquire all of the assets of the existing incorporated association known as Numismatic Corporation, subject to any liabilities and obligations of the said association.

ADDED ARTICLE XI

ARTICLES XI Reservation of right to amend or repeal Articles of Incorporation

The right to alter, repeal, or amend these Articles of Incorporation is expressly reserved to Numismatic Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NONE

THIRD: The date of each amendment's adoption: February ninth, the year two thousand and one.

FOURTH: Adoption of Amendment(s) was by the incorporator without shareholder action and shareholder action was not required.

Signed this ninth day of February in the year two thousand and one,

 *Todd Martin Miller*  February 9th, 2001

Todd Martin Miller, Registered Agent, \pm
Numismatic Corporation, Lakeland, Florida, USA