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BASIC AMENDMENT

ROY'S USED COMPUTER PARTS AND SOFTWARE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 13, 1999

ROY'S USED COMPUTER PARTS AND SOFTWARE, INC. 594 WATERFORD CIRCLE EAST TARPON SPRINGS, FL 34689

SUBJECT: ROY'S USED COMPUTER PARTS AND SOFTWARE, INC. REF: P99000078368

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE DATE OF ADOPTION IN THE FOURTH PARAGRAPH IS NOT LEGIBLE.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson Corporate Specialist FAX Aud. #: E99000025853 Letter Number: 899A00049466

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

ROY'S USED COMPUTER PARTS AND SOFTWARE, INC.

The following provision of the Articles of Incorporation of ROY'S USED COMPUTER PARTS AND SOFTWARE, INC., a Florida corporation, is hereby amended in accordance with Florida Statutes Chapter 607 to read as follows:

Article 3 of the Articles of Incorporation is hereby deleted and the following is substituted therefore:

ARTICLE 3 CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 100,000,000 shares of no (00/100) par value common stock.

This Amendment to the Articles of Incorporation has been adopted by the Board of Directors of the Corporation, without shareholder action, on the 11th day of October, 1999, and no shareholder action was required under the Articles of Incorporation or Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this <u>/3/4</u> day of October, 1999.

ROY GEILEN, President/Director

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 3" day of October, 1999, by ROY GEILEN, as President of ROY'S USED COMPUTER PARTS AND SOFTWARE, INC., who is personally known to me or _____ who has produced as identification.

Notice () Lake 0

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