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00 MAR 15 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 625080 9930A  
AUTHORIZATION : Patricia Papp  
COST LIMIT : \$ 43.75

ORDER DATE : March 15, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 625080-005

CUSTOMER NO: 9930A

CUSTOMER: Ms. Katie Farnham  
Perry & Schone, P.a.  
50 S. E. 4th Avenue

Delray, FL 33483

Share  
exchange

DOMESTIC AMENDMENT FILING

NAME: FUZION TECHNOLOGIES, INC.

EFFECTIVE DATE:

700003173967--8  
-03/17/00--01001--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

RECEIVED  
00 MAR 15 AM 11:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

AR  
3/15/00

**ARTICLES OF SHARE EXCHANGE BETWEEN  
FUZION TECHNOLOGIES, INC.  
AND  
FUZION WIRELESS COMMUNICATIONS, INC.**

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act and Section 92A.230 of the Nevada Revised Statutes, Fuzion Technologies, Inc., a Florida corporation, whose address is 5255 N. Federal Highway, Suite 300, Boca Raton, FL 33487 and Fuzion Wireless Communications, Inc., a Nevada corporation, whose address is 5255 N. Federal Highway, Suite 300, Boca Raton, FL 33487 adopt the following Articles of Share Exchange for the purpose of effecting a share exchange:

1. The name of the acquiring corporation of the share exchange is Fuzion Technologies, Inc.
2. The name of the acquired corporation of the share exchange is Fuzion Wireless Communications, Inc.
3. On September 20, 1999, the following plan of share exchange was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act and the Nevada Revised Statutes:
  - a. Fuzion Technologies, Inc. shall acquire all of the outstanding shares of stock of Fuzion Wireless Communications, Inc.
  - b. Both Fuzion Wireless Communications, Inc. and Fuzion Technologies, Inc. have only one class of stock outstanding, that class of stock being common stock.
  - c. Each share of Fuzion Wireless Communications, Inc. common stock shall be exchanged for 10,000 shares of Fuzion Technologies, Inc. common stock.
  - d. Fuzion Wireless Communications, Inc., shall assign and Fuzion Technologies, Inc. shall assume any and all outstanding subscriptions for shares of Fuzion Wireless Communications, Inc. common stock.
4. The plan of share exchange was approved by unanimous vote of the shareholders of both Fuzion Technologies, Inc. and Fuzion Wireless Communications, Inc.
5. This share exchange shall be effective the date filed with the Secretaries of State of the states of Florida and Nevada.

6. Pursuant to Nevada Revised Statute Section 92A.190,2,(a) Fuzion Technologies, Inc., does hereby appoint the Secretary of State for Nevada as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting owners of Fuzion Wireless Communications, Inc.

FUZION TECHNOLOGIES, INC.

By: \_\_\_\_\_

David L. Frank, President

3/10/00

Date

FUZION WIRELESS COMMUNICATIONS, INC.

By: \_\_\_\_\_

David L. Frank, President

3/10/00

Date