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December 7, 1999

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Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: iProof Systems, Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of Amendment to Articles of Incorporation of the above-named corporation. Also enclosed is our check payable to your order in the amount of \$35.00 for your fee. Please file the within.

Thank you for your assistance in this matter.

Very truly yours,

NC Amend
12-16-99
BMS


Kim M. Dexter, CLAS, CFLA

KMD
Enclosures

FILED
99 DEC -9 AM 10:46
TALLAHASSEE, FLORIDA



ARTICLES OF
AMENDMENT TO ARTICLES OF INCORPORATION
OF
I PROOF SYSTEMS, INC.

FILED
99 DEC -9 AM 10:46
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 originally filed in Tallahassee on September 24, 1999, which Articles are hereby amended by deleting the existing provisions of Article I and Article XV and substituting the following provisions in lieu thereof:

"ARTICLE I

The name of the corporation is iPROOF SYSTEMS, INC.

ARTICLE XV

The principal office address and mailing address of this corporation shall be: 2401 West Eau Gallie Boulevard, Suite 4, Melbourne, Florida, 32935."

The foregoing amendments were approved and adopted by all of the Shareholders on the 4 day of October, 1999. The number of votes cast for the amendment was sufficient for such approval.

The foregoing amendments were approved and adopted by the Board of Directors of the corporation on the 4 day of October, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of
this corporation have executed this Amendment to Articles of
Incorporation this 4 day of October, 1999.


President & Secretary

Secretary