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Division of Corporations
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From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES
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BASIC AMENDMENT

SDS SYSTEMS, INC.

FILED
99 DEC 28 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 28, 1999

SDS SYSTEMS, INC.
10741 S.W. 154TH ST
MIAMI, FL 33157US

SUBJECT: SDS SYSTEMS, INC.
REF: S10320

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE SUBMIT A SEPARATE COVERSHEET WITH THE ARTICLES OF DISSOLUTION FOR SOUTHERN DATA SYSTEMS, INC. A FAX AUDIT COVERSHEET SHOULD BE GENERATED FOR A "DISSOLUTION". PLEASE RESUBMIT THE ARTICLES OF DISSOLUTION UNDER THE CORRECT FAX AUDIT COVERSHEET.

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

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000032997
Letter Number: 699A00060370

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AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SDS SYSTEMS, INC.

FILED
99 DEC 28 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Amendment to the

Articles of Incorporation of SDS Systems, Inc.

1. The name of the Corporation is currently SDS Systems, Inc
2. The date of the filing of the Articles of Incorporation was October 31, 1990.
3. The Articles of Incorporation are amended as follows:
 - a. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the

following:

The name of the corporation shall be "SOUTHERN DATA SYSTEMS, INC." (the "Company") and its principal place of business and mailing address shall be 10741 S.W. 154th Street, Miami, FL 33157, County of Miami-Dade, State of Florida. The Company shall have the power and authority to establish branch offices at such place or places as may be designated by the officers and directors.

- b. In all other respects, the Articles of Incorporation shall remain unchanged.

3. This Amendment was adopted by a written statement signed by all of the shareholders and the sole director of SDS Systems, Inc. on October 31, 1999, pursuant to Section 607.1006 of the Florida Statutes.

4. The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Incorporation this 23 day of December, 1999.

SDS SYSTEMS, INC. to be known hereafter
as SOUTHERN DATA SYSTEMS, INC.

BY:

Ricardo R. Medina
Ricardo R. Medina, President

ACKNOWLEDGMENT

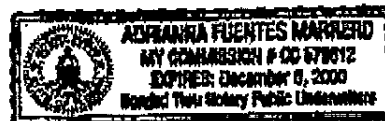
STATE OF FLORIDA

COUNTY OF MILWAUKEE

BEFORE ME, the undersigned authority, personally appeared RICARDO R. MEDINA, who is personally known to me or who has provided _____ as identification, and who executed the foregoing Amendment to the Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 23rd day of December, 1999.

Adrianna Fuentes Marrero
Signature - NOTARY PUBLIC



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JOINT WRITTEN ACTION OF THE
SHAREHOLDERS AND SOLE DIRECTOR OF
SDS SYSTEMS, INC.

The undersigned, being all of the Shareholders, and the sole director of SDS Systems, Inc, a Florida corporation (hereinafter referred to as the "Corporation"), acting pursuant to Section 607.1006 of the Florida Statutes, do hereby take the following written action:

The Corporation's Articles of Incorporation shall be amended to change the name of the corporation from SDS Systems, Inc. to Southern Data Systems, Inc..

WITNESS my hand and seal effective this 23 day of December, 1999.

SHAREHOLDERS:


Ricardo R. Medina

DIRECTOR:


Ricardo R. Medina, Sole Director

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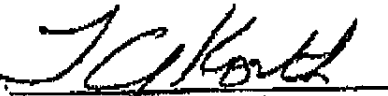
December 21, 1999

To Whom It May Concern:

This letter shall serve as an authorization for SDS Systems, Inc. to use the name of Southern Data Systems, Inc.

Very truly yours,

Southern Data Systems, Inc.

By: 
Thomas Korth, President
and Director

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