

550756

GILES & ROBINSON, P.A.
ATTORNEYS AT LAW

390 N. ORANGE AVENUE
SUITE 800
P.O. BOX 2631
ORLANDO, FLORIDA 32802

TELEPHONE
(407) 425-3591
FACSIMILE
(407) 841-8171

September 8, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: The Coding Edge, Inc.

Gentlemen:

800002985748--1
-09/13/99--01140--008
*****87.50 *****52.50

I am enclosing the original and one copy of the Articles of Amendment for the above-referenced corporation along with this firm's check in the amount of \$87.50 which amount represents the following:

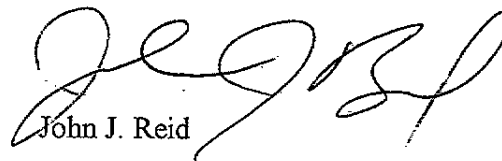
<u>Item</u>	<u>Amount</u>
Amendment Filing Fee	\$35.00
Certified Copy Fee	<u>\$52.50</u>
Total	\$87.50

FILED
99 SEP 13 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

When you have issued the certified copy, please return it to my office. If you should have any questions, please contact me.

Sincerely,

GILES & ROBINSON, P.A.

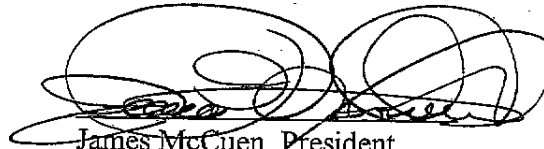

John J. Reid

JJR/ab
enclosures

AMEND
FEE
9-21

ARTICLES OF AMENDMENT
OF
THE CODING EDGE, INC.

1. The name of the corporation is The Coding Edge, Inc.
2. Article XIII of the Articles of Incorporation of The Coding Edge, Inc. is hereby deleted.
3. The foregoing amendment was adopted by the Board of Directors and the Shareholders of this Corporation on September 3, 1999. The number of shareholder votes cast was sufficient to approve the amendment.



James McCuen, President

FILED
99 SEP 13 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MINUTES OF SPECIAL MEETING OF BOARD OF DIRECTORS
AND SHAREHOLDERS OF
THE CODING EDGE, INC.

A special meeting of the Board of Directors and Shareholders of The Coding Edge, Inc. was held at the office of the corporation, Sanford, Florida, on the 3rd day of September, 1999.


The directors and all of the shareholders were either present in person and waived notice as a prerequisite to the proceedings herein recorded, or have indicated their consent to these proceedings by the signing hereof.

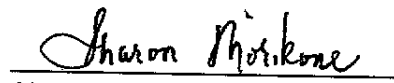
Discussion was held concerning changing the capital structure of the corporation. After discussion, and upon motion duly made, seconded and carried, the following resolutions were adopted:

BE IT RESOLVED that Article XIII of the Articles of Incorporation of The Coding Edge, Inc. is hereby deleted.

BE IT FURTHER RESOLVED that the officers of the corporation are hereby authorized, empowered and directed to take any and all further acts or proceedings which they may deem necessary or proper to effectuate the amendment.

There being no further business to come before the meeting, it was adjourned.


James McCuen
Director and Shareholder


Sharon Morikone
Director and Shareholder