

V35671

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July 1, 1998

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FILED
98 JUL -2 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

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-07/02/98-01071--001
*****35.00 *****35.00

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Solunet, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Amendment for the above-referenced corporation, together with our check in the amount of \$35.00 in payment of the filing fee.

Please date-stamp the photocopy with the filing information and return it to our messenger.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Erik P. Shuman, Esq.

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RECEIVED
98 JUL -2 PM 1:17
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOLUNET, INC.
(present name)**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article IV is amended to read in its entirety as follows:

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of \$.01 par value common stock. Upon the amendment of this Article IV which authorizes such 100,000 shares of \$.01 par value common stock each outstanding share of \$1.00 par value common stock is split up and converted into 100 shares of \$.01 par value common stock. Upon and after such amendment of this Article IV, each outstanding share certificate designated as representing shares of \$1.00 par value common stock, without further action by this corporation or by the holder thereof, shall be converted into, and shall represent, 100 shares of \$.01 par value common stock for each share of \$1.00 par value common stock stated on such certificate as represented thereby.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

THIRD: Provisions for implementing the foregoing amendment with respect to issued shares are contained in such amendment. The date of each amendment's adoption:
June 22, 1998.

FOURTH: Adoption of Amendment(s) (check one)

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22 day of June, 1998.

Signature _____

Michael J. Wertheimer

Typed or printed name

President

Title