

CT CORPORATION SYSTEM

V53290

CORPORATION(S) NAME

BankEngine Technologies, Inc.

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01 MAY 10 PM 2:39  
TALLAHASSEE, FLORIDA

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<p>RECEIVED TALLAHASSEE, FLORIDA MAY 10 2001 DEPT. OF REVENUE BUSINESS REGISTRATION DIVISION</p>	<input checked="" type="radio"/> Profit	<input checked="" type="radio"/> Amendment	<input type="radio"/> Merger
	<input checked="" type="radio"/> Nonprofit	<input type="radio"/> Dissolution/Withdrawal	<input type="radio"/> Mark
	<input checked="" type="radio"/> Foreign	<input type="radio"/> Reinstatement	<input type="radio"/> Other
	<input type="radio"/> Limited Partnership	<input type="radio"/> Annual Report	<input type="radio"/> Change of RA
	<input type="radio"/> LLC	<input type="radio"/> Name Registration	<input type="radio"/> UCC
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<input checked="" type="radio"/> Walk In	<input type="radio"/> Will Wait	<input checked="" type="radio"/> Pick Up	
<input type="radio"/> Mail Out			

Name 5/10/01 Order#: 4339387  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_ Ref#: \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_ Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
 Tallahassee, FL 32301  
 Tel. 850 222 1092  
 Fax 850 222 7615

G. COULLIETTE MAY 10 2001

**AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
BANKENGINE TECHNOLOGIES, INC.**

FILED  
01 MAY 10 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 6007.0821 of the Business Corporation Act of the State of Florida, the Board of Directors of BankEngine Technologies, Inc. (the "Corporation"), a corporation incorporated and validly existing under and by the virtue of the Business Corporation Act of the State of Florida (the "Act"), bearing document number VS3290, does hereby certify:

First: That pursuant to the Unanimous Written Consent of the Board of Directors of the Corporation dated March 21, 2001, the Board deleted the authorization of the Corporation's Class B Common Stock. Accordingly, Article IV of the Articles of Incorporation shall be deleted and substituted by the following Article IV, as follows:

**"ARTICLE IV  
CAPITAL STOCK**

A. The Corporation is authorized to issue 47,100,000 shares of \$0.001 par value Class A Common Stock.

B. 1. General. The voting, liquidation and dividend rights of the holders of shares Class A Common Stock shall be as set forth herein.

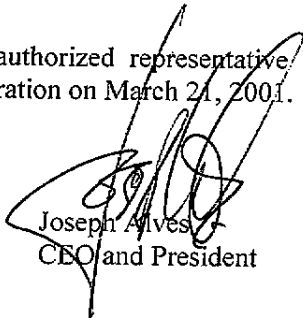
2. Voting.

(a) The holders of shares of Class A Common Stock are entitled to one vote for each share held at each meeting of shareholders of the Corporation (and all written consents in lieu of meetings) with respect to any matters presented to the shareholders of the Corporation for their action or consideration.

(b) The presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum.

3. Dividends; Distributions. Subject to the provisions of the Act, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, the holders of Common Stock shall be entitled to receive all remaining assets of the Corporation available for distribution to its stockholders."

IN WITNESS WHEREOF, the undersigned duly authorized representative has executed this Amendment to the Amended and Restated Articles of Incorporation on March 21, 2001.

  
Joseph Alves  
CEO and President