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September 2, 1998

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -4 PM 12:46

Re: Intelligent Machines Corporation

200002635512--1
-09/09/98--01065--012
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

1. Original Articles of Amendment to the Articles of Incorporation submitted for filing;
2. One check in the amount of \$87.50 (\$35.00 for filing fee and \$52.50 for one certified copy of the Articles of Amendment to the Articles of Incorporation); and
3. A photocopy of the executed Articles of Amendment to the Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

Thank you for your assistance.

Very truly yours,

John P. Greeley

JPG:erw

Enclosures

Copy to: Mr. James E. Spencer, Jr.

NIC
Amend
9/10/98
SP

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

INTELLIGENT MACHINES CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of Intelligent Machines Corporation are hereby amended as follows:

FIRST: Article Four of the Articles of Incorporation is hereby amended by deleting the text thereof in its entirety and substituting the following in lieu thereof:

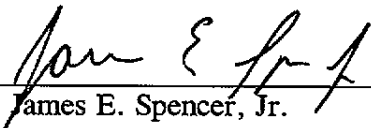
The total number of shares authorized to be issued by the corporation shall be 10,000,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share. The shares of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the corporation. No holder of shares of common stock shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the corporation, whether or not convertible into shares of stock of the corporation.

SECOND: The foregoing amendment was adopted by the holders of all the outstanding shares of common stock, being the sole voting group entitled to vote on the amendment, on June 15, 1998 and the number of votes cast for the amendment was sufficient for approval by the holders of common stock.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be executed and attested to by its duly authorized officer as of this 1st day of September, 1998.

INTELLIGENT MACHINES CORPORATION

By: _____


James E. Spencer, Jr.
President and Chief Executive Officer

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 1st day of September, 1998, by James E. Spencer, Jr., President and Chief Executive Officer, of Intelligent Machines Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Eunice R. White

EUNICE R. WHITE

Print Name Below Signature
Notary Public, State of Florida



Eunice R. White
MY COMMISSION # CC675038 EXPIRES
October 28, 2001
BONDED THRU TROY FAIN INSURANCE, INC.