

7/31/98

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FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~WES~~ ~~WILLIE~~ GRAY
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: CADRE & XL-SOFTWARE, INC.
AUDIT NUMBER.....H98000014253
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 3, 1998

CADRE & XL-SOFTWARE, INC.
9615-J SAM FURR ROAD S. #188
HUNTERVILLE, NC 28078

SUBJECT: CADRE & XL-SOFTWARE, INC.
REF: P98000067030

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000014253
Letter Number: 098A00040513

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H98000014253

ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Cadre & XL-Software, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Cadre & XL-Software, Inc. to Cadre & XAL Software, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Cadre & XL-Software, Inc.

By: Victoria Wagner, President

Name: Victoria Wagner

Title: President

Date: 8-31-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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