

P99000058914

11/22/2000

Xelos, Inc.
3858 Coral Tree Circle #308
Cocorut Creek, FL. 33073

Secretary of State
Division of Corporations
P.O. 6327
Tallahassee, FL. 32314

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*****35.00 *****35.00

Enclosed find a request to file an Amendment to the Articles of Incorporation for Xelos, Inc., including a check for \$35.00.
I am sending the original and a copy.
Please send back a file stamped copy to the above address.

Sincerely,



Scott Huvler

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 PM 6:11

Amend
NP 12-4-2000

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
XELOS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 28th day of June, 1999 and assigned Document Number P99000058914, are hereby amended pursuant to a written consent in lieu of meeting executed and approved by the holders of all of the Corporation's common stock and all of the Corporation's Directors on the 20 day of November, 2000, as follows:

1. ARTICLE IV - SHARES is hereby amended to read as follows:

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, \$0.0001 par value

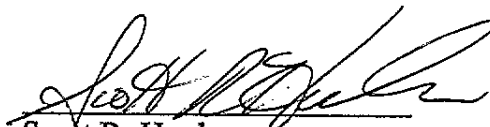
2. ARTICLE V - PLACE OF BUSINESS is hereby amended to read as follows:

The address of the principal place of business of this corporation in the State of Florida shall be 3858 Coral Tree Circle, #308, Coconut Creek, Florida 33073. The Board of Directors may at any time and from time to time move the principal office of this corporation.

This Articles of Amendment to the Articles of Incorporation was adopted by the shareholders and Directors on the 20 day of November, 2000.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 20 day of November, 2000.

By:


Scott R. Huvler
President and Secretary