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# 628261

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April 24, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FOX ENTERPRISES, INC.  
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FT. MYERS, FL 33905

SUBJECT: FOX ENTERPRISES, INC.  
REF: 628261

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P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FOX ENTERPRISES, INC.

(Document Number: 628261)

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Pursuant to the provisions of Chapter 607, Florida Statutes, Fox Enterprises, Inc. (the "Corporation") has adopted the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is:

Fox Enterprises, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the Corporation:

"Article IV of the Articles of Incorporation of the Corporation be and hereby is deleted in its entirety and, in lieu thereof, the following article is adopted, approved and ratified:

ARTICLE IV

The Corporation is hereby authorized to issue up to 40,000,000 shares of common stock, \$0.001 par value per share.

THIRD: The foregoing amendment was approved and adopted by the unanimous written consent of the directors and the shareholders of the corporation pursuant to F.S. 607.0821 and F.S. 607.0704 on the 21<sup>st</sup> day of April, 2008. The number of votes cast for the approval and adoption of the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, the President of the Corporation, has executed these Articles of Amendment this 21<sup>st</sup> day of April, 2008.

  
President Edward L. Fox, Jr.