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January 15, 2002

Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, Florida 32314

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

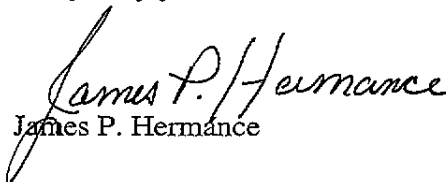
Re: Articles of Amendment for CityXpress.com Corp.

Dear Sir/Madam:

Enclosed for filing is the original and two copies of the Articles of Amendment Articles of Incorporation of CityXpress.com Corp. Also enclosed is a check in the amount of \$35.00 for the filing of this amendment. Please return a stamped filed copy in the self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,


James P. Hermance

JPH:kdf
ATLA10006.1

N/C
V SHEPARD JAN 25 2002

DUANE MORRIS LLP

945 EAST PACES FERRY ROAD, SUITE 2440 ATLANTA, GA 30326-1378

PHONE: 404.495.4900 FAX: 404.495.4901

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CITYXPRESS.COM CORP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIO;
02 JAN 22 AM 11:42

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be CityXpress Corp.

ARTICLE IV

SHARES

The capital stock of this corporation shall consist of 100,000,000 shares of common stock, \$0.001 par value

The date of the amendment adoption: November 29, 2001.

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 12 day of December, 2001.

Signature: _____



Phil Dubois, President