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September 29, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-10/02/98--01050--001
*****35.00 *****35.00

Re: Internet Access Company, Inc., N.V.

To Whom It May Concern:

Enclosed please find an Application by Foreign Corporation to file Amendment to Application for Authorization to Transact Business in Florida, along with a certificate of existence from the state in which this corporation was incorporated.

In addition, you will also find enclosed our check in the amount of \$35.00 to cover the cost of such filing.

If you have any questions regarding the enclosed documents, please do not hesitate to contact the undersigned.

Yours very truly,

Patrice A. Hunter
Patrice A. Hunter
Corporate Paralegal

/pah
Enclosures

FILED
NOV - 3 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File OK
797000001062
Nov 6, 1998
6 p.m.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1998

ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
% PATRICE HUNTER
P.O. BOX 14098
FT. LAUDERDALE, FL 33302-4098

SUBJECT: INTERNET ACCESS COMPANY INC., NV
Ref. Number: F97000001062

We have received your document for INTERNET ACCESS COMPANY INC., NV and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please call in reference to your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 298A00050725

Law Offices
ENGLISH, McCAUGHAN & O'BRYAN, P.A.

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Mailing Address:
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Telephone (954) 462-3300
Facsimile (954) 763-2439

Scott R. Austin

November 3, 1998

Division of Corporations
Florida Department of State
Attention: Carol Mustain, Corporate Specialist
P.O. Box 6327
Tallahassee, Florida 32414

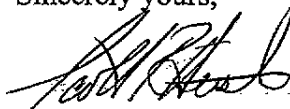
RE: INTERNET ACCESS COMPANY, INC., a Nevada corporation
Application by Foreign Corporation to File an Amendment to Application for
Authorization to Transact Business in Florida

Dear Ms. Mustain:

Pursuant to our telephone conference enclosed please find the above referenced application. As we discussed, because there is currently a company referred to as "Access" International, Inc., your office has agreed that it is appropriate for the above referenced company to do business in Florida under the name of AXSYS Network International, Inc. However, as I noted in our discussion, the actual name change of the corporation in Nevada is from Internet Access Company, Inc. to AXSYS International, Inc. As we also discussed on September 1, 1998, the above referenced company withdrew an erroneous secondary filing for authority to transact business in Florida as a filing had been properly made on February 28, 1997, for Internet Access Company, Inc.

Thank you very much for assisting in the resolution of this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,



Scott R. Austin

SRA/fbs
Enclosures
cc: Gail Cowart

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Internet Access Company Inc., N.V.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Nevada
3. Date authorized to do business in Florida: 2/28/97

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

October 23, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

AXXSYS
AXXSYS INTERNATIONAL, INC. doing business under the name AXXSYS NETWORK INTERNATIONAL, INC.

6. If the amendment changes the period of duration, indicate new period of duration

N/A

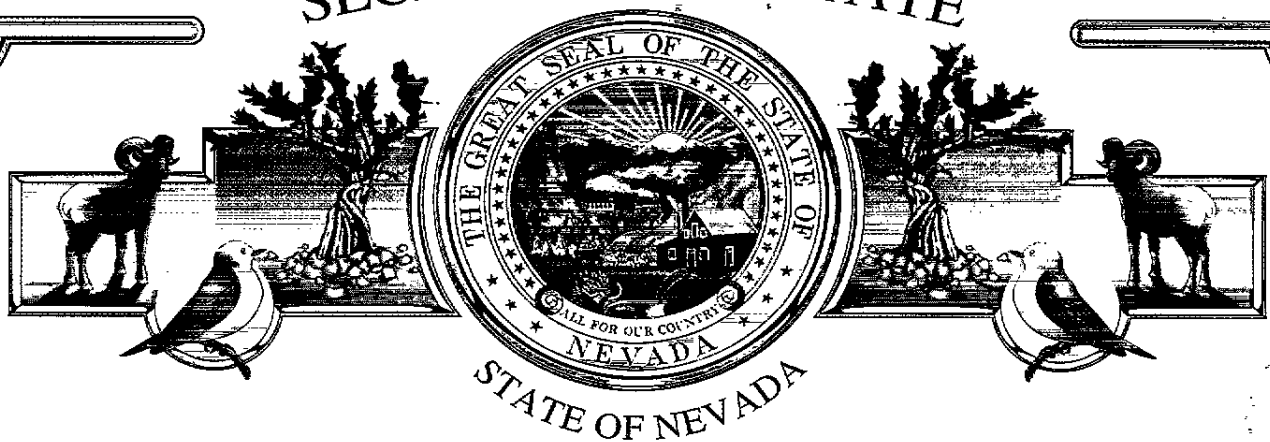
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A

Dominick F. Maggio XXXXXX 7-30-98
Signature XXXXXX Date
Name and Title XXXXXX
Dominick F. Maggio
secretary, Vice Chairman and Treasurer

FILED
98 NOV - 6 PM 12:25
SECRETARY STATE
TALLAHASSEE
FLORIDA

SECRETARY OF STATE



CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on October 23, 1997 a Certificate of Amendment to its Articles of Incorporation changing the name to **AXSYS INTERNATIONAL, INC.** was filed in this office by **INTERNET ACCESS COMPANY, INC.** Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on July 31, 1998.



Dean Heller

Secretary of State

By

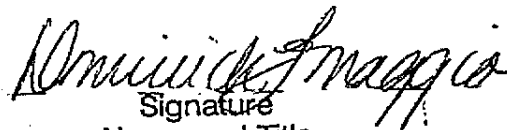
Wm. J. Smith

Certification Clerk

RESOLUTION BY THE BOARD OF DIRECTORS.

The subject corporation has changed the alternate name from
INTERNET ACCESS COMPANY INC., N.V., to AXSYS NETWORK INTERNATIONAL, INC.

Thank You


Signature

Name and Title

Dominick F. Maggio
secretary, Vice Chairman