

F97000001452
FinancialWeb.com, Inc.

201 Park Place, Suite 321
Altamonte Springs, FL 32701

Tel: (407) 834-4443
(407) 834-5425 (Direct)
Fax: (407) 834-3870

E-mail: JGagel@JGagel.com

January 22, 1999

800002757508--5

-01/28/99--01063--017
*****52.50 *****52.50

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

RE: 1) Axxess Media Group Inc. Reinstatement
2) Amendment Application for Name Change

Dear Sir or Madam:

Enclosed please find: 1) **Application for Reinstatement** along with our check in the amount of \$900.00

2) **Application to file Amendment**, changing our name to FinancialWeb, Inc. along with a check in the amount of \$52.50 to cover the cost of filing fee, a certified copy of the Amendment, and a Certificate of Status. In support of this application, we are including the original Certificate of Reinstatement under our new name issued by the Nevada Secretary of State, dated January 4 1999.

Please note from the attached application and Certificate of Reinstatement that Axxess Inc. was reinstated in Nevada under its new name, FinancialWeb.com, Inc. Thus, the date of the corporate name change and reinstatement are identical: January 4, 1999.

Upon our reinstatement, please forward the Amendment Application to the appropriate office for processing.

Thank you.

Sincerely,


James P. Gagel
Corporate Counselor

FILED
99 JAN 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change

KFS

2-8-99

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

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. AXXESS MEDIA GROUP, INC. (AXXESS INC.)
Name of corporation as it appears on the records of the Department of State.
2. NEVADA 3. 3-17-97
Incorporated under laws of Date authorized to do business in Florida

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? 1/4/99
5. Financial Web, com, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

James P. Gagel
Signature

JAMES P. GAGEL
Typed or printed name

1-21-99
Date

DIRECTOR / CORPORATE COUNSEL
Title

FILED
99 JAN 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEVADA
SECRETARY OF STATE

FILED
99 JAN 28 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REINSTATEMENT

I, **DEAN HELLER**, the duly elected Secretary of State of the State of Nevada, do hereby certify that **FINANCIALWEB.COM, INC. formerly AXCESS, INC.** a corporation formed under the laws of the State of **NEVADA** having paid all filing fees, licenses, penalties and costs, in accordance with the provisions of Title 7 of the Nevada Revised Statutes as amended, for the years and in the amounts as follows:

| | | |
|---------------|----------------------------|----------|
| 1997-1998 | List of Officers + penalty | \$100.00 |
| 1998-1999 | List of Officers + penalty | \$100.00 |
| 1999-2000 | List of Officers | \$85.00 |
| | RA acceptance + penalty | \$30.00 |
| | | |
| | | \$50.00 |
| Reinstatement | | \$365.00 |
| total | | |

and otherwise complied with the provisions of said section, the said corporation has been reinstated, and that by virtue of such reinstatement it is authorized to transact its business in the same manner as if the aforesaid filing fees, licenses, penalties and costs had been paid when due.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, on **January 4, 1999**.

Dean Heller

Secretary of State

By:

Deputy



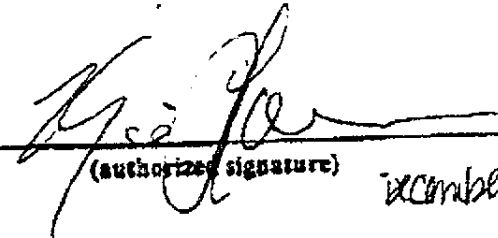
Application for Reinstatement

C A FILED

This application authorizes the office of the secretary of state of Nevada to
reinstatement Axxess, Inc. (Corporation No. 2270-1988 (old name)) JAN 04 1999
Joan Heller
Secretary of State
under the name of:

FinancialWeb.com, Inc. (R98 329130558) Name Reservation No. (new name).

This application is accompanied with the sixty-day list or annual list, the
designation of the resident agent, and all fees and penalties.


(authorized signature) December 30, 1998

-
- If a corporation, this application shall be signed by an officer.
 - If a limited partnership, this application shall be signed by a general partner.
 - If a limited-liability company, this application shall be signed by a manager or a member.
 - If a limited-liability partnership, this application shall be signed by a managing partner.