

F99000002598

(Requestor's Name)

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(City/State/Zip/Phone #)

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PICK-UP

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MAIL

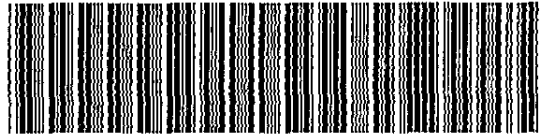
(Business Entity Name)

(Document Number)

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Resolution
dropping

D/B/A

name

RECEIVED
02 NOV -6 PM 3:47
DIVISION OF LITIGATION

FILED
03 JAN 24 PM 5:00
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

1/29/03

ACCOUNT NO. : 072100000032

REFERENCE : 802320 4326542

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 35.00

ORDER DATE : October 30, 2002

ORDER TIME : 2:47 PM

ORDER NO. : 802320-005

CUSTOMER NO: 4326542

CUSTOMER: Ms. Christina J. Kang
Shaw Pittman
1650 Tysons Boulevard

Mc Lean, VA 22102-4832

RECEIVED
02 NOV -4 PM 12:15
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: AXOLOTL HEALTH SYSTEMS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 5, 2002

CSC
ATTN: GINGER
TALLAHASSEE, FL

SUBJECT: AXOLOTL HEALTH SYSTEMS, INC.
Ref. Number: F99000002598

We have received your document for AXOLOTL HEALTH SYSTEMS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2002 annual report/uniform business report. The entity must be reinstated before this document can be filed.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 402A00060387

RECEIVED
03 JAN 28 PM 12:56
DIVISION OF CORPORATIONS

RESUBMIT

Please give original
submission date as file date.

WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF AXOLOTL CORP.

03 JAN 24 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In lieu of a Special Meeting of the Board of Directors of Axotlotl Corp., a Delaware corporation (the "Corporation"), the undersigned, constituting all the Directors of the Corporation, in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent in writing to the adoption of the following resolutions, such resolutions to have effect as if adopted at a duly held meeting of the Board of Directors of the Corporation:

Authorization Re: Discontinuation of Fictitious Name in Florida

WHEREAS: The name "Axotlotl Corp." was not available for use in the State of Florida and the State of Florida required the Corporation to adopt a fictitious name;

WHEREAS: The Corporation approved and authorized the use of the fictitious name: "Axotlotl Health Systems, Inc." in the State of Florida;

WHEREAS: The name "Axotlotl Corp." is now available for use in the State of Florida and the Corporation deems it in its best interest to discontinue the use of the fictitious name "Axotlotl Health Systems, Inc." and instead use the name "Axotlotl Corp." in the State of Florida.

NOW, THEREFORE, BE IT

RESOLVED: That the Board of Directors hereby approves and authorizes the discontinuation of the use of the fictitious name "Axotlotl Health Systems, Inc." in the State of Florida to use instead the name "Axotlotl Corp." in the State of Florida.

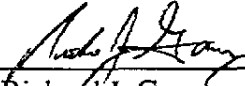
RESOLVED FURTHER: That the officers of the Corporation (or any of them) are hereby authorized in the name and on behalf of the Corporation to execute and deliver all such other instruments and documents and take all such actions as such officer(s) shall determine to be necessary or appropriate to carry out the intent and purpose of the foregoing resolution; and

RESOLVED, FURTHER: That all actions heretofore taken consistent with the purposes and intent of the foregoing resolution be, and are, in all respects, hereby ratified, approved, confirmed and adopted.

[signature page follows]

IN WITNESS WHEREOF, the undersigned members of the Board, by signing this written consent, waive notice of the time, place and purpose of such Special Meeting of the Board and agree to the transaction of the business of such Special Meeting by written consent of the undersigned members of the Board in lieu of such meeting. This instrument may be executed in counterparts.

Dated: October 28, 2002



Richard J. Ganong, Jr.

Ernest E. Keet

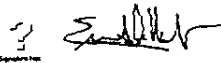
Jack Tyrrell

Raymond Scott

IN WITNESS WHEREOF, the undersigned members of the Board, by signing this written consent, waive notice of the time, place and purpose of such Special Meeting of the Board and agree to the transaction of the business of such Special Meeting by written consent of the undersigned members of the Board in lieu of such meeting. This instrument may be executed in counterparts.

Dated: October 28, 2002

Richard J. Ganong, Jr.



Ernest E. Keet

Digitally signed by
Ernest E. Keet
DN: cn=Ernest E
Keet, o=CCUS
Date: 2002.10.08
17:01:28 -0400

Jack Tyrrell

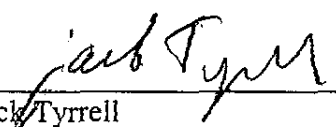
Raymond Scott

· **IN WITNESS WHEREOF**, the undersigned members of the Board, by signing this written consent, waive notice of the time, place and purpose of such Special Meeting of the Board and agree to the transaction of the business of such Special Meeting by written consent of the undersigned members of the Board in lieu of such meeting. This instrument may be executed in counterparts.

Dated: October 18, 2002

Richard J. Ganong, Jr.

Ernest E. Keet



Jack Tyrrell

Raymond Scott

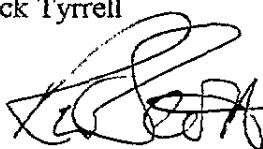
IN WITNESS WHEREOF, the undersigned members of the Board, by signing this written consent, waive notice of the time, place and purpose of such Special Meeting of the Board and agree to the transaction of the business of such Special Meeting by written consent of the undersigned members of the Board in lieu of such meeting. This instrument may be executed in counterparts.

Dated: October 14, 2002

Richard J. Ganong, Jr.

Ernest E. Keet

Jack Tyrrell



Raymond Scott