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ACCOUNT NO. : 072100000032

REFERENCE : 609102 4331939
Patricia Piquito

AUTHORIZATION :

COST LIMIT : \$ 43.75

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 2, 2000

ORDER TIME : 11:03 AM

ORDER NO. : 609102-005

000003154640--1

CUSTOMER NO: 4331939

CUSTOMER: Judy Bernero, Legal Asst
Greenberg Traurig, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: GLOBALAXXESS.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

COULLIETTE MAR 02 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EXAMINER'S INITIALS: 00 MAR -2 PM 12:08

RECEIVED

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
GLOBALAXXESS.COM, INC.**

(a Florida corporation)

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), **GLOBALAXXESS.COM, INC.**, a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **GLOBALAXXESS.COM, INC.**
2. Articles III and IV of the Corporation's Articles of Incorporation are hereby deleted in their entirety and replaced with the following:

"ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is
4350 West Cypress Street, Suite 440, Tampa, Florida 33607.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1201
Hayes Street, Tallahassee, Florida 23201-2607, and the registered agent of the
Corporation at that address is: Corporation Service Company."

3. Article V Section A of the Corporation's Articles of Incorporation is hereby amended only to increase the total number of shares of Preferred Stock authorized under clause (ii) thereof, from ten million (10,000,000) to fifteen million (15,000,000) shares of blank check preferred stock, par value \$.001 per share.

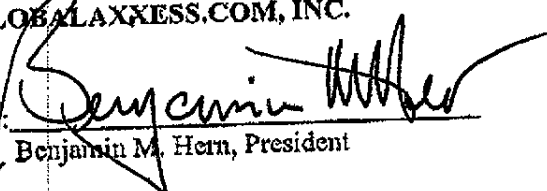
4. The Amendments hereby made to the Articles of Incorporation were duly adopted by a written consent executed by all of the Shareholders and all the members of the Board of Directors of the Corporation as of the 29th day of February, 2000, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of these Articles of Amendment to the Articles of Incorporation.

FILED
00 MAR -2 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment
to the Articles of Incorporation of GLOBALAXXESS.COM, INC. this ____ day of
____, 2000.

GLOBALAXXESS.COM, INC.

By:


Benjamin M. Hern, President

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **GLOBALAXXESS.COM, INC.**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at: 1201 Hays Street, Tallahassee, Florida, 32301-2607, has named Corporation Service Company as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 3/2, 2000.

Corporation Service Company

By:

BRIAN COURTNEY, ASST. V.P.

Title:

asst. v.p.