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March 1, 2002

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 33214

Re: Xplores, Inc./Articles
Of Amendment

Dear Sirs:

Enclosed for filing please find 2 copies of Articles of Amendment to Xplores, Inc. articles of incorporation. Also enclosed is my check in the amount of \$35.00 for the requisite fee.

Thank you for your attention to this matter.

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-03/04/02--01066--001
*****35.00 *****35.00

Sincerely yours,


STANLEY E. MARABLE

cc: Mr. Max Muller

FILED
02 MAR -4 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAR - 6 2002

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

XPLORES, INC.

(present name)

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(Document Number of Corporation (If known))

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV is amended to read as follows:

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is one million (1,000,000) shares, all of which shall be common shares having a par value of one dollar (\$1.00) per share.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

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THIRD: The date of each amendment's adoption: February 22, 2002

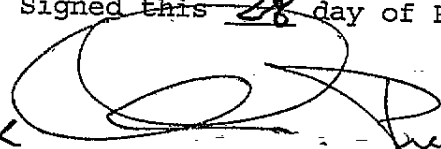
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of February, 2002.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MAX MULLER

(Typed of printed name)

Sole Director and Chief Executive Officer
(Title)