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LOPEZ AND LOPEZ ACCOUNTING SERVICES, INC.
1450 West 68th Street Ste. "B" Hialeah, Florida 33014
Telephone: 305-825-3537 * Fax: 305-825-0015

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 12 AM 8:32

June 6, 2000

Secretary of State

Re: XO, Inc.

400003285404--0
-06/12/00--01118--007
*****35.00 *****35.00

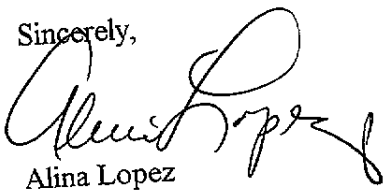
Dear Sir/Madam:

Please return this amendment to:

1450 West 69th Street. Suite B
Hialeah, Florida 33014

Thank you for assistance with this matter.

Sincerely,


Alina Lopez

Amend

V. SHEPARD JUN 16 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

XO INC.

=====
(Present Name)

Pursuant to the provisions of section 607.1006, Florida statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VIII
NEW BOARD OF DIRECTORS

The new Board of Directors shall be as follows:

NAME	ADDRESS	OFFICE	SHARE
GEORGE M. O'BRIANT	15654 S.W. 16TH CT. P. PINES FL. 33027	PRESIDENT	167
MICHELLE O'BRIANT S.	15654 S.W. 16TH CT P. PINES FL. 33027	V/PRESIDENT	167
XIOMARA M. O'BRIANT	15654 S.W. 16TH CT P. PINES FL. 33027	SECRETARY	166
EDNA ROSARIO	15654 S.W. 16TH CT P. PINES FL. 33027	TREASURER	

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if no contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 06-06-2000

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or Board of Directors without shareholder action and shareholders action was not required.

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 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)

Signed this SIX days of JUNE 2000

XO INC.

(Corporation Name)

By George M. O'Briant
GEORGE M. O'BRIANT - PRESIDENT

By Michelle O'Briant Snapp
MICHELLE O'BRIANT S. - V/PRESIDENT