

Leaders in Integration

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December 19, 2000

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

\*\*\*\*\*43.75 \*\*\*\*\*\*43.75

To Whom It May Concern:

Please find attached Articles of Amendment for Code Access, Inc. to change the number of shares from one million shares of common stock to twenty million shares of common stock. The Articles of Incorporation were filed on June 22, 2000, document number P00000061024. Our check number 1226 is enclosed in the amount of \$43.75 for the filing fee and one certified copy.

If the Articles of Amendment are not in order, please notify us.

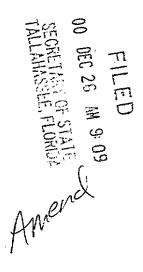
Sincerely,

William McKay

William MKay

President

WK:jt



## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ARTICLES OF INCORPORATION

OF

SECTION OF TALLAM 9:09

Code Access, INC.

(present name)

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 Amended Shares
The Number of Shares of Stock
From: ONE MILLION Shares of Common Stock
To: Twenty MILLION Shares of Common Stock

**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:

THIRD:	The date of each amendment's adoption: December 19, 2000.
-	: Adoption of Amendment(s) (CHECK ONE)
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. 🗖	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
<b>L</b>	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 19th day of December 2000.
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)
	Typed or printed name
	Title
	THE