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BASIC AMENDMENT

CROSSPOINTE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

Attestment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CrossPointe, Inc.
(Document No. P00000105647)**


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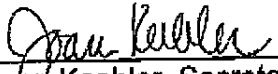
1. ARTICLE III of the Articles of Incorporation of CrossPointe, Inc., is amended to read as follows:

Article III. Capital Stock. The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is nine hundred thousand (900,000) shares of common stock, having a par value of \$0.01 per share.

2. The foregoing Amendment of the Articles of Incorporation of CrossPointe, Inc. was adopted by the vote of Stockholders (written consent having been given in accordance with the provisions of Florida Statutes Section 607.0704) and Directors of the corporation, and the vote required by law in favor of the amendment was in fact obtained, on the 15th day of November, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment of the Articles of Incorporation of CrossPointe, Inc. on November 15, 2001.


Joan Keebler, President


Joan Keebler, Secretary

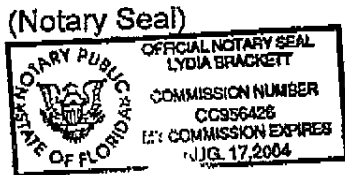
STATE OF FLORIDA
COUNTY OF ESCAMBIA

Robert A. Kramer, Esq.
Emmanuel Sheppard & Gordon
P.O. Drawer 1271
Pensacola, FL 32596-1271
(850) 433-6581
The foregoing instrument was acknowledged before me this 15th day of November,
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((H01000114955 7)))

2001, by Joan Keebler, President and Secretary, who is personally
known to me or has presented _____ as identification.

Lydia Brackett
Notary Public, State of Florida at Large



Printed Name of Notary Public
My Commission Expires: _____

Robert A. Kramer, Esq.
Emmanuel, Sheppard & Condon
P.O. Drawer 1271
Pensacola, FL 32596-1271
(850) 433-6581
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