

P01000079460

DOWD LAW FIRM

285 A-2 Highway 98 East
Destin, Florida 32541

John R. Dowd, Jr.
Attorney At Law

Telephone: (850) 650-2202
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September 25, 2002

Ms. Anna Chestnut
Corporate Specialist
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32315

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*****35.00 *****35.00

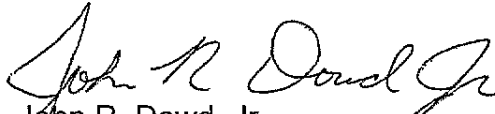
RE: P01000079460
Subject: Destin Internet, Inc.

Dear Ms. Chestnut:

Enclosed please find a check in the amount of \$35.00 for filing the Articles of Amendment to Article of Incorporation of Destin Internet, Inc., Statement of Change of Registered Agent, and Acceptance by Registered Agent regarding the above named corporation. Please let me know if I have left any documents out in my filing.

Thank you for your kind assistance in this matter and please do not hesitate to contact my office if I have failed to provide the accurate information or can be of assistance in any other way.

Respectfully yours,


John R. Dowd, Jr.

JRD:jd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


n/chad
amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

OF**

DESTIN INTERNET, INC.

(Document Number P01000079460)

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: The text of the amendments adopted is as follows:

ARTICLE I is amended to state as follows: The name of the Corporation is Apex Technology Group, Inc.

ARTICLE V is amended to state as follows: The name and Florida street address of the registered agent is:

John R. Dowd, Jr.
285 Highway 98 East
Destin, Florida 32541

An Acceptance by Registered Agent is being filed contemporaneously herewith.

SECOND: All of the names and addresses of the Directors on file shall be deleted. The Corporation has elected new Directors, and their names and addresses are as follows:

Jay Agnew
4477 Legendary Drive
Suite 205
Destin, Florida 32541

Jon Miller
4477 Legendary Drive
Suite 205
Destin, Florida 32541

Stacy McBrien

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4477 Legendary Drive
Suite 205
Destin, Florida 32541

Joe Butler
4477 Legendary Drive
Suite 205
Destin, Florida 32541

THIRD: All of the names and addresses of the Officers of the Corporation on file shall be deleted. The Corporation has elected new Officers, and their titles, names and addresses are as follows:

President/CEO
Jay Agnew
4477 Legendary Drive
Suite 205
Destin, Florida 32541

FOURTH: The date of adoption of each of the above amendments was the 30th day of August, 2002.

FIFTH: The number of votes cast for each amendment by the shareholders was sufficient for approval.

SIXTH: These articles will become effective upon filing with the office of the Department of State of the State of Florida.

Signed this 24th day of September, 2002.


Jay Agnew
Secretary of Destin Internet, Inc.

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JAY AGNEW, Corporate Secretary for Destin Internet, Inc. personally known to me or who produced _____ as identification, and who executed the foregoing Articles of Amendment, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 24th day of
September, 2002.



NOTARY PUBLIC

My Commission Expires: 12-12-03

My Commission No.: CC 894181

[Seal]



John R Dowd, Jr

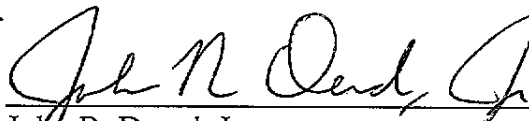
My Commission CC894181

Expires December 12, 2003

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

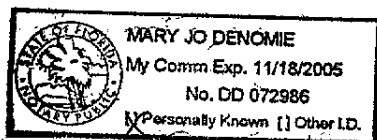
Dated this 24th day of September, 2002.



John R. Dowd, Jr.
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared John R. Dowd, Jr., personally known to me to be the person described in and who executed the foregoing designation of registered agent and acknowledged before me that he executed the same for the purposes therein expressed.

24th WITNESS my hand and official seal in the State and County above stated this day of September, 2002.




NOTARY PUBLIC
My Commission Expires: 11-18-05
My Commission No.: DD 072986

For filing purposes only.

STATEMENT OF CHANGE OF REGISTERED
AGENT OF DESTIN INTERNET, INC.

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of change of registered agent in the State of Florida:

1. The name of the Corporation is DESTIN INTERNET, INC.
2. The Date of Incorporation is August 1, 2001 and the Document Number is P01000079460.
3. The name and address of the current registered agent and office is:

MF Miller
P.O. Box 316
Shalimar, Florida 32579

6. The name and address of the new registered agent and office shall be:

John R. Dowd, Jr.
285 Highway 98 East
Suite A-2
Destin, Florida 32541

7. These changes were approved by a unanimous vote of the shareholders at the special meeting held on August 30, 2002 and adopted by a resolution of the shareholders dated the same date.

Dated this 24th day of September, 2002.


JAY AGNEW
Secretary of Destin Internet, Inc.