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AMENDED
6/29/04
4/12

Date: June 28th

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SUBJECT: Amended Articles

DOCUMENT NUMBER: P02000088595

The enclosed *Articles of Amendment* and fees are submitted for filing:

Please return all correspondence concerning this matter to the following:

Glenn P. Kernweis, President
MAXCESS INTERNATIONAL, INC.
One Park Place, Suite 240
Boca Raton, FL 33487

For further information concerning this matter, please call:

Glenn P. Kernweis at (561) 995-1491. If at all possible, please send Amended Articles by fax to (561) 995-1492. If fax transmission is not permitted then please Fedex the Amended Articles to the address above with the following Fedex account # 2318-0379-3.

Enclosed is a check for the following amount: \$43.75 Filing Fee & Certified Copy.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MAXCESS INTERNATIONAL, INC.**

FILED
04 JUN 29 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment to its Articles of Incorporation.

AMENDMENTS ADOPTED:

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Twenty-Five Million Five Hundred Thousand (25,500,000) Shares of common stock having no par value.

The date of this adoption: June 2, 2004

Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 2nd day of June, 2004.

Signature

Glenn P. Kernweis
President