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BASIC AMENDMENT

THE 9TH XCHANGE INC.

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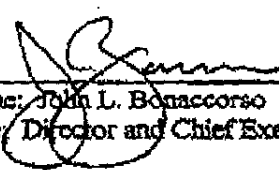
**AMENDMENT TO ARTICLES OF INCORPORATION OF
THE 9TH XCHANGE INC., A FLORIDA FOR-PROFIT CORPORATION**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida for-profit corporation adopts the following articles of amendment to its articles of incorporation.

- I. The name of the Florida for-profit corporation is The 9th Xchange Inc. ("Corporation").
- II. The Corporation was incorporated on July 10, 2004, under document number F04000103722.
- III. Article IV of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following amended Article which is hereby inserted and adopted in the place thereof:

IV. The number of shares the Corporation is authorized to issue is 50,000,000.
- IV. This Amendment was approved pursuant to a resolution adopted by a majority of the shareholders of the Corporation entitled to vote thereon. This Amendment was adopted by the Board of Directors.
- V. All of the other Articles contained in the originally filed Articles of Incorporation shall remain unchanged and continue in full force and effect.

IN WITNESS WHEREOF, the undersigned have executed this Amendment to Articles of Incorporation this 26th day of April 2005.

By: 

Name: John L. Bonaccorso

Title: Director and Chief Executive Officer

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