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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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BASIC AMENDMENT

XPROPAX CORP.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$35.00

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
XPROPAX, CORP.
(Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment(s) adopted: indicated article number(s) being amended, added or deleted

ARTICLE I

The name of the corporation will be amended as follows:
The name will change from XPROPAX, CORP.

To

XPROPAX SOFTWARE ENGINEERING, CORP.

ARTICLE V

The principal office location will be amended as follows:

1790 West 49th Street Suite: 410
Hialeah, Florida 33012

ARTICLE VI

The board of Directors will be amended as follows:

ADDED:

Arnoldo Castro
1790 West 49th Street Suite: 410
Hialeah, Florida 33012

Vice-President

ADDED:

Walter Mejia
1790 West 49th Street Suite: 410
Hialeah, Florida 33012

President

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ARTICLE VII

Shareholders will be amended as follows:

ADDED:

Arnoldo Castro 50%
1790 West 49th Street Suite: 410
Hialeah, Florida 33012

ADDED:

Walter Mejia 50%
1790 West 49th Street Suite: 410
Hialeah, Florida 33012

SECOND: If an amended 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: 04/28/2005

FOURTH: Adoption of amendment(s) (check one)

 X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were adopted 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

(Voting group)

 The amendment(s) was/were adopted by the board of directors without shareholders action and shareholder action was not required.

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the amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 07th day of September of 2004

Signature


WALTER MEJIA/President


ARNOLDO CASTRO/Vice-President

(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)


WALTER MEJIA/President

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