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BASIC AMENDMENT
AXT PRODUCTIONS & COMMUNICATIONS, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

AXT PRODUCTIONS & COMMUNICATIONS, Inc.

(Present name)

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:

June 7, 2005

First : Amendment(s) adopted: AMENDED.

ARTICLE VI - SHAREHOLDERS

ARTICLE XVI - INITIAL BOARD OF DIRECTORS OF INCORPORATION

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.



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100 Concord Street - Framingham, MA 01701

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H05000141858 3First: Articles Amended**ARTICLE VI SHAREHOLDERS**

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
Jose Rubens Axt President	207 NW 46 TH CT Pompano Beach, FL 33064	70%
Cristiano Borges Frederico Vice-President	207 NW 46 TH CT Pompano Beach, FL 33064	30%

ARTICLE XVI INITIAL BOARD OF DIRECTORS OF INCORPORATION

The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The name(s) and address (es) of the director(s) of the initial Board of Directors is (are):

NAME	ADDRESS
Jose Rubens Axt President	207 NW 46 TH CT Pompano Beach, FL 33064
Cristiano Borges Frederico Vice-President	207 NW 46 TH CT Pompano Beach, FL 33064

Second: The date of adoption of the amendments.

The date of adoption of the amendments was June 7, 2005.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.



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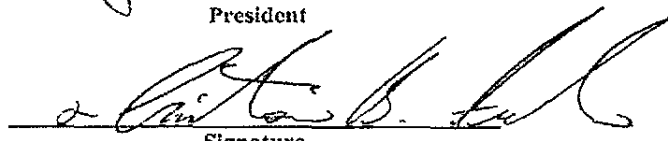
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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this June 7, 2005.



Signature
JOSE RUBENS AXT
President



Signature
FREDERICO, CRISTIANO BORGES
Vice-President



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