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From: Account Name : WARD, DAMON & POSNER, P.A.  
Account Number : 072262000447  
Phone : (561) 842-3000  
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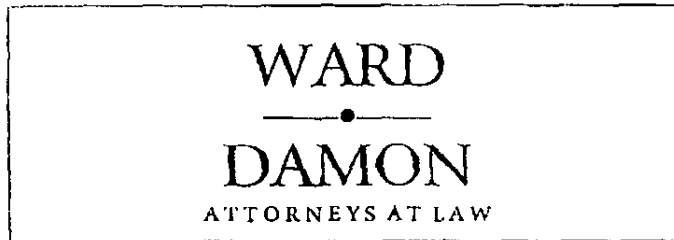
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XL411, INC.**

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Date: August 12, 2010  
To: EFIL  
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From: Michael J Posner, Esquire  
mjposner@warddamon.com  
Re: H10000175420 3  
XL411, INC.

\*\*\*\*\*

MESSAGE

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Fax Audit No.: H10000181165 3

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
XL411, INC.**

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Pursuant to the provisions of Florida Statutes §607.1005, XL411, Inc., a corporation for profit (the "Corporation") which has not yet issued shares, adopts the following Articles of Amendment to its Articles of Incorporation which Articles of Incorporation were filed with the Secretary of State on May 17, 2010, Document Number P10000042037.

**FIRST:** Article V of Corporation's Articles of Incorporation shall be deleted in its entirety and replaced by the following:

**ARTICLE V - STOCK**

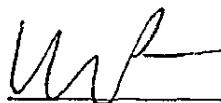
The Corporation shall be authorized to issue common and preferred shares of stock of the corporation, as follows:

- a. Common Shares – Thirty Million (30,000,000) shares with no par value.
- b. Preferred Shares – Ten Million Five Hundred Thousand (10,500,000) shares, the terms, conditions, and restrictions of which shall be adopted by resolution of Corporation's Board of Directors.

**SECOND:** The Amendment was adopted on August 3, 2010.

**THIRD:** The Amendment was approved by the Incorporator prior to the issuance of shares.

DATED this 11<sup>th</sup> day of August, 2010.



Michael J Posner, Incorporator

[Notary appears on next page]

Philip H. Ward, III; Florida Bar# 0313998  
Ward Damon.  
4420 Beacon Circle, West Palm Beach, FL 33407  
(561) 842-3000 / (561) 842-3626 - Fax

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**STATE OF FLORIDA; COUNTY OF PALM BEACH ) ss:**

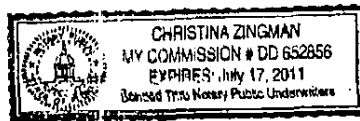
**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael J Posner, Incorporator of XL411, Inc., to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State last aforesaid this 11<sup>th</sup> day of August, 2010.

Sign: \_\_\_\_\_

Notary Public, State of Florida

My Commission Expires:



Philip H. Ward, III; Florida Bar# 0313998  
Ward Damon.  
4420 Beacon Circle, West Palm Beach, FL 33407  
(561) 842-3000 / (561) 842-3626 - Fax

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