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January 20, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/22/98--01050--007
*****35.00 *****35.00

Re: *INXS ENTERPRISES, INC.*

Dear Sir or Madam:

Enclosed please find duplicate originals of the Articles of Amendment for INXS Enterprises, Inc., together with the Certificate Designating Place of Business and Naming Agent for Service of Process Within This State. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Please contact me if you have any questions. For now, thank you for your assistance with this filing.

Very truly yours,

Lori Dorman

Lori M. Dorman, Esq.

LMD/lis
Enclosures

Amend
FILED
98 JAN 22 PM 2:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 23 1998

**ARTICLES OF AMENDMENT OF
INXS ENTERPRISES, INC.**

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

98 JAN 22 PM 2:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article VI. Transfer Restrictions is hereby amended to read as follows:

No present or future shareholder, nor any executor, administrator, or personal representative of any shareholder's estate, shall transfer or dispose of any shares of the corporation now owned or hereafter acquired, except as follows:

1. Any shareholder who desires to sell any or all of his or her shares shall first offer in writing the shares to the corporation at the same price and on the same terms as they would be offered to a third person pursuant to a bona fide written offer to purchase that is acceptable to the shareholder. The corporation shall have the option for ten (10) days after receipt of the written offer to accept the offer.
2. If the corporation fails to accept the offer within that time period, the corporation's option shall terminate, and the offer shall then be deemed to be made to the shareholders then holding an interest in the corporation. Those shareholders shall have the option to purchase all or part of those shares for thirty (30) days after termination of the corporation's option at the same price and on the same terms as offered to the corporation.
3. If more than one shareholder holds interest in the corporation, the shareholders may exercise the option in any proportions between themselves as they may agree. In the event the shareholders do not agree, then each of them who wishes to purchase shares shall have the right to purchase a portion of the shares corresponding to a fraction of which the numerator is the number of shares then owned by the shareholder and the denominator is the total number shares owned by those shareholders wishing to purchase shares. None of those shareholders shall have the right to purchase any of the shares offered for sale under this thirty (30) day option unless all of the shares offered for sale are purchased, pursuant to the option, by one or more of those shareholders.
4. If the option is not exercised within the thirty (30) day period, then the selling shareholder shall have the right, for a period ending on the sixtieth (60th) day to sell the shares to any purchaser in the same quantity, at the same price and on the same terms as were offered to the corporation and the shareholders holding an interest in the

corporation. Upon the expiration of the sixty (60) day period, all of the restrictions of the imposed by this section of the By-laws shall apply to all of the shares then owned by the shareholder.


5. To accept an offer, the offeree must give written notice of acceptance to the offeror in person or by depositing the notice in the United States Mail, first class postage prepaid, addressed to the offeror at the address given in the offer.
6. Each stock certificate issued by this Corporation shall carry the following legend:

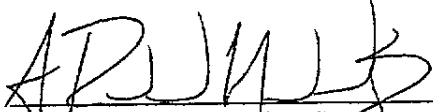
"These Shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's Principal Office."

2. The foregoing amendment was adopted on January 15, 1998 by unanimous vote of the shareholders.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment, this 15th day of January, 1998.

(CORPORATE SEAL)

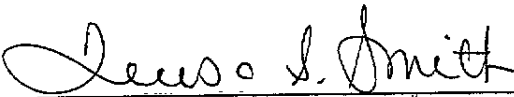

Robert Hulburd, President


G. Richard Moskowitz, Secretary-Treasurer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of January, 1998 by Robert Hulburd, President, and G. Richard Moskowitz, Secretary-Treasurer, of INXS Enterprises, Inc., a Florida corporation, on behalf of the corporation.


Notary Public

My Commission Expires:

