

Division of Corporations

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**BASIC AMENDMENT****AXESSPOINT, INC.**

Certificate of Status	0
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H03000011443-8

**Articles Of Amendment  
To  
Articles of Incorporation  
Of  
AxessPoint, Inc.**

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**Pursuant to Section 607.1006, Florida Statutes, AxessPoint, Inc., a Florida corporation adopts the following articles of amendment to its Articles of Incorporation:**

**First, Article V, Sections 5.01 and 5.16 of the Articles of Incorporation are amended to increase the number of shares that the Corporation is authorized to issue for Series B Common Shares. Sections 5.01 and 5.16 of the Articles of Incorporation are amend to read as follows:**

5.01 The aggregate number of shares that the Corporation is authorized to issue is one million (1,100,000) shares, all of which shall be without par value. The shares are divided into three classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<b>Class</b>	<b>Series (if any)</b>	<b>Number of shares</b>
Common	A	990,000
Common	B	105,000
Preferred		5,000

5.16 The second series of common shares shall be designated Series B and shall consist of One hundred five thousand (105,000) shares. The Series B Common Shares shall have such rights as provided under the Articles of Incorporation and Bylaws, subject to the rights of preferred shares and Series A Common Shares reserved under the Article of Incorporation and Bylaws.

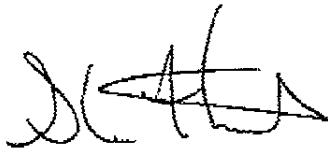
**Second, the date of adoption of this amendment is June 1, 2001.**

**Third, pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the Shareholders by the Board of Directors, and the number of votes cast for the amendment by the shareholders was sufficient for approval.**

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**Articles of Amendment  
Page Two**

Accordingly, the undersigned duly authorized representative hereby executed these Articles of Amendment on June 4, 2001.

A handwritten signature in dark ink, appearing to read 'S. Shamrock', is written over a horizontal line.

Steven J. Shamrock  
Chief Executive Officer and Chairman of the  
Board of Directors for AxessPoint, Inc.