

J & B DIFRANCESCO, INC.

995000062579

June 2, 1998

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-06/08/98--01136--004
*****35.00 *****35.00


State of Florida
Department of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

To Whom It May Concern:

Please find enclosed Amendments to Articles of Incorporation for J & B DiFrancesco, Inc., a Consent for Action and a check in the amount of thirty-five dollars [\$35.00] for the recording fee. Should you have any questions concerning this matter please contact me at 407-788-7939.

Thank you

Sincerely,


Joey DiFrancesco President

98 JUN -8 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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2221 Springs Landing Boulevard * Longwood, Florida 32779

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
J & B DIFRANCESCO, INC.**

THE UNDERSIGNED, being President of, J & B DIFRANCESCO, INC. does hereby amend
its Articles of Incorporation as follows:

ARTICLE III

NAME

Effective upon the date of the filing of this amendment, the name of this
Corporation shall be Maxwell Ventures, Inc.

I hereby certify that the following was adopted by a majority vote of the shareholders and
directors of the corporation on May 31, 1998 and that the number of votes cast was sufficient for
approval.

IN WITNESS WHEREOF, I have hereto subscribed to and executed this Amendment to
Articles of Incorporation this 31st day of May, 1998.

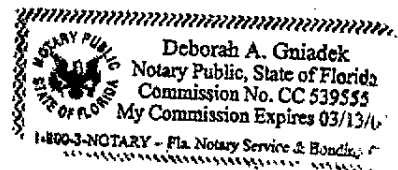

Joey DiFrancesco, President

State of Florida
County of Seminole

The foregoing instrument was acknowledged before me this 31st day of May, 1998, by
Joey DiFrancesco, who is personally known to me.


Deborah Gniadek, Notary

My commission expires : 3/13/2000



APPROVED
AND
FILED

98 JUN - 8 AM 10:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CONSENT OF ACTION OF DIRECTORS AND MAJORITY SHAREHOLDERS OF
J & B DIFRANCESCO, INC.**

The undersigned, being Directors and majority shareholders of J & B DIFrancesco, Inc., a Florida Corporation [hereinafter the "Company"] does hereby unanimously consent to the following actions taken and done at 1:00 P. M. on this 31st day of May, 1998, pursuant to applicable Florida Statutes.

RESOLVED : *To change the name of the Corporation to Maxwell Ventures, Inc.
There being no further business, the meeting was adjourned.*



Joey DiFrancesco / President / Director