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1/02/97

FLORIDA DIVISION OF CORPORATIONS
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FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: AXON ENERGY, INC.

AUDIT NUMBER.....H97000000093

DOC TYPE.....BASIC AMENDMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 3, 1997

AXON ENERGY, INC.
265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FL 33480

SUBJECT: AXON ENERGY, INC.
REF: P96000074777

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Linda Stitt
Corporate Specialist

FAX Aud. #: H96000000093
Letter Number: 197A00000298

January 6, 1997

AXON ENERGY, INC.
265 SUNRISE AVENUE
SUITE 204
PALM BEACH, FL 33480

SUBJECT: AXON ENERGY, INC.
REF: P96000074777

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Linda Stitt
Corporate Specialist

FAX Aud. #: H96000000093
Letter Number: 497A00000438

H97000000093

Articles of Amendment

Article I. Name

The name of this Florida corporation is Axon Energy Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed to:

Noxa Inc.

Article III. Date Amendment Adopted

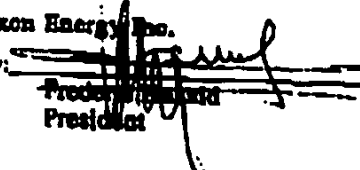
The amendment set forth in these Articles of Amendment was adopted on January 3, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on January 3, 1997.

Axon Energy Inc.

By: 

Frederick J. Smith
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Creations International Inc.
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