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R. STEPHEN OTTEWELL, P.A.

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Direct Line: (561) 883-3099; (800) 726-8678 Fax: (561) 451-8223; E-mail: Rottewel@counsel.com

December 11, 1997

Boca Raton Office



Amendment Section
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(904) 487-6050

Re: Dissolution & Articles of Amendment

Dear Sir/Madam:

We are attempting to dissolve the one corporation that has never done business at the same time we amend the articles of incorporation on the other (the corporation that has done business, has a tax number, etc.) to have the name of the dissolved corporation. 100 % of both corporations are owned by the same individual.

We talked to your section and they told us what to do.

So:

Please find enclosed a copy of the Articles of Dissolution, and check #181 made out to the Department of State for \$96.25 for the filing fee for the articles of dissolution, a certified copy of the dissolution, and a certificate of status.

Please find enclosed a copy of the Articles of Amendment, and check #1810 made out to the Department of State for \$96.25 for the filing fee for the articles of amendment, a certified copy of the amendment, and a certificate of status.

If you have any questions or if anything further is needed, please do not hesitate to contact me. (800) 726-8678 or, after hours and on weekends, (888) 566-4531.

I remain,

Sincerely,

R Stephen Ottewell P.A

R. Stephen Ottewell, Esq

Encl. Checks & documents

cc: Client, via fax

RSO/mao

TIL DEC 2 2 1997

(248) 584-0676; FAX: (248) 352-7615

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7.5.

Before me, the undersigned authority, personally appeared goseph Roselli, who was sworn and says that he is the sole incorporator, office, director, shareholder for ACX Corporation, and that

American Component Echange Corporation is allowed to use the ACX name immediately;

- 2. That neither he nor ACX Corporation plans on revoking the dissolution of ACX Corporation;
 - 3. That ACX Corporation has never done business.

Under penalties of perjury, I declare that I have read the foregoing affidavit and the facts stated in it are true.

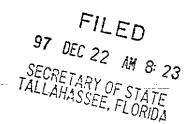
JOSEPH ROSELUI

Subscribed and sworn to before me by JOSEPH ROSELLI, who is [\(\sqrt{one only} \) \(\text{x} \) Personally known to me who ______ Produced identification Type of identification produced ______ this _____ day of December, 1997.

My Commission Expires:

"OFFICIAL SEAL"
Richard Stephen Ottewell
My Sommission Expires 6/20/98,
Commission #66 385080

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



AMERICAN COMPONENT XCHANGE CORPORTION (Present Name)

Pursuant to the provisions of section	607.1006, Florida Statues	, this Florida profit	corporation
adopts the following articles of amend	dment to its articles of inc	orporation:	

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I. Corporate Name is amended to read:

The name of this corporation is ACX Component XCHANGE Corporation

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FOURTH: Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by" voting group
X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this <u>///</u> day of December, 1997.
Signature: Joseph Levell.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)
Joseph Roselli
Typed or printed name
President, director
Title