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1/23/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
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NAME: SOLEIL EXPRESS INC.
AUDIT NUMBER.....H98000001544
DOC TYPE.....BASIC AMENDMENT
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
1/26/98

*Name Change
w/ Amendment*

1/27/98 DC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SOLEIL EXPRESS INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

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

ARTICLE I:

The name of the corporation shall be:

AUTO PAGING INC.

The principal place of business is:

16610 North Miami Avenue
North Miami Beach, Fl 33169

Article V:

The name and address of the officers and director is:

President: Fito Elysee 385 N.E. 159th St. North Miami Beach, Fl 33162

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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:

Prepared by: Fito Elysee
385 NE 159th St.
North Miami Beach, FL 33162
(305) 944-3333

THIRD: The date of each amendment's adoption: 1/23/98

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."

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 day 23 of JANUARY, 19 98

Signature 
(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)

Fito Elysee
Typed or printed name

President
Title