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February 13, 1997

FILED
97 FEB 14 PM 12:58
SECURITY STATE
TALLAHASSEE FLORIDA

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

VIA FEDERAL EXPRESS

Re: Azaxx, Inc. - Articles of Amendment

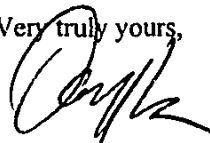
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*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find, in duplicate, original executed Articles of Amendment of Azaxx, Inc. Also enclosed is a check in the amount of \$87.50 payable to the Florida Department of State to cover your filing fee and a certified copy.

Please return your certified copy to the undersigned in the Federal Express envelope provided herewith.

Very truly yours,



Daryl B. Cramer

DBC/rk
Enclosures

cc: Michael Bianco
Alexander B. Mathieson
Forbes Mathieson

Amend

VS FEB 20 1997

ARTICLES OF AMENDMENT
OF
AZAXX, INC.

FILED
97 FEB 14 PM 12:59
SEC. OF STATE
TALLAHASSEE, FLORIDA

The provisions of the Articles of Incorporation of Azaxx, Inc., a Florida corporation (the "Corporation"), filed with the Department of State, State of Florida, on January 21, 1997, are hereby amended as follows:

- A. Article IV shall be deleted and the following inserted in lieu thereof:

ARTICLE IV

Capital Stock

This Corporation is authorized to issue eight million (8,000,000) shares of One Mil (\$.001) par value voting common stock and two million (2,000,000) shares of One Mil (\$.001) par value nonvoting stock. The nonvoting common stock shall have identical rights to the voting common stock; provided, however, the nonvoting common stock shall have no right to vote, except as otherwise required by law.

- B. Article X shall be deleted in its entirety.

The foregoing amendment was adopted by the Board of Directors of the Corporation on the 10th day of February, 1997. The number of votes cast for the amendment by the directors was sufficient for approval. Pursuant to Section 607.1005, Florida Statutes, shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Director of this Corporation has executed these Articles of Amendment this 10th day of February, 1997.

AZAXX, INC.

By: 

Michael Bianco, Director