

P97000026571

**ServiceMax of America, Inc.**

1900 Corporate Blvd., Suite 305 West

Boca Raton, Florida 33431

Telephone (561) 241-9921 • Fax (561) 241-7011

**FILED**

99 NOV -8 PM 3:31

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-11/08/99--01113--011

\*\*\*\*\*43.75 \*\*\*\*\*43.75

November 1, 1999

Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Amendment to Articles of Incorporation for**  
**ServiceMax of America, Inc., Document No. P97000026571**

To Whom it May Concern:

Attached please find the Fourth Amendment to the Articles of Incorporation for ServiceMax of America, Inc. along with a check in the amount of \$43.75 to cover the filing fee and the certified copy fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,  
ServiceMax of America, Inc.



Laurence S. Isaacson  
President

NC Amend  
11-17-99  
MHS

**FOURTH AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
SERVICEMAX OF AMERICA, INC.**

**FILED**  
99 NOV -8 PM 3:31  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of ServiceMax of America, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify that pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated October 29, 1999, the Shareholders and Directors approved the following fourth amendment to the Corporation's Articles of Incorporation bearing document number P97000026571, and does hereby certify:

ARTICLE I of the Articles of Incorporation of this Corporation shall be amended to read as follows:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be: SMX Corp.

The foregoing amendment was adopted by all of the majority shareholders and Directors of the Corporation by Written Consent dated October 29, 1999, acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

ARTICLE IV of the Articles of Incorporation of this Corporation shall be amended to read as follows:

**ARTICLE IV  
AUTHORIZED SHARES**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE HUNDRED MILLION (100,000,000) SHARES of Common Stock, all of one class, having a par value of \$0.0001 per share.

The foregoing amendment was adopted by all of the majority shareholders and Directors of the Corporation by Written Consent dated October 29, 1999, acting unanimously by Written Consent pursuant to Section 607.0702 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

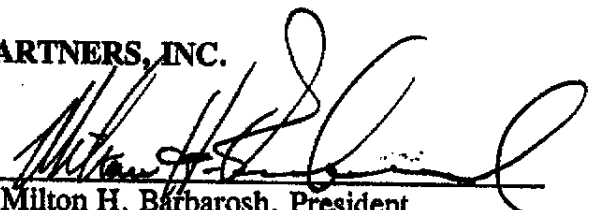
IN WITNESS WHEREOF, the undersigned, being the President and sole Director of this Corporation has executed this fourth Article of Amendment to the Articles of Incorporation as of October 29, 1999.

**SERVICEMAX OF AMERICA, INC.**

By:   
Laurence S. Isaacson, President

IN WITNESS WHEREOF, the undersigned, being the majority shareholder of this Corporation has executed this fourth Article of Amendment to the Articles of Incorporation as of October 29, 1999.

**EAI PARTNERS, INC.**

By:   
Milton H. Barbarosh, President

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
AND MAJORITY SHAREHOLDERS OF  
SERVICEMAX OF AMERICA, INC. (THE "COMPANY")**

The undersigned, being all of the Directors and Majority Shareholders of ServiceMax of America, Inc., a Florida corporation (the "Corporation"), hereby consent to the corporate actions specified below and adopt the following resolutions by written consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act;

BE IT RESOLVED, that the Company authorizes Milton Barbarosh to proceed with the completion of a definitive Reorganization Agreement by and among Lancer Offshore, Inc. and ServiceMax of America, Inc. and requisite issuance of common shares.


RESOLVED, the Board of Directors and Majority Shareholders hereby approve the filing by the Corporation of Articles of Amendment to its Articles of Incorporation changing the Corporation's name to "SMX Corp." in substantially the form attached hereto; and

RESOLVED, the Board of Directors and Majority Shareholders approve the filing by the Corporation of Articles of Amendment to its Articles of Incorporation changing the maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time to be ONE HUNDRED MILLION (100,000,000) SHARES of Common Stock, all of one class, having a par value of \$0.0001 per share.

BE IT FURTHER RESOLVED, that the appropriate officers and representatives of the Corporation be and hereby are authorized and directed to execute and deliver any and all documents and to perform any and all acts as they may deem necessary or appropriate in their sole discretion to consummate the actions described herein.

DATED as of October 29, 1999.

  
EAI Partners, Inc., Majority Shareholder  
by: Milton H. Barbarosh, President

  
SERVICEMAX OF AMERICA, INC.  
Laurence S. Isaacson, President