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Florida Secretary of State
Division of Corporation
ATTN: Amendment
P.O. Box 6727
Tallahassee, FL 32314

November 1, 2001

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-11/05/01--01042--010
*****43.75 *****43.75

RE: Xcelicor Inc., Identification Number 59-3455430

Gentlemen:

Enclosed is a check in the amount of \$43.75. Please file the enclosed Third Articles of Amendment to the Articles of Incorporation for the above referenced Corporation in the Office of the Secretary of the State of Florida. In addition to the payment of \$35 for the Amendment is an additional \$8.75 for a certified copy. Please send the certified copy to the following address:

Xcelicor, Inc.
5421 Beaumont Center Blvd.
Suite 680
Tampa, FL 33634

If you have any questions or if the enclosed document cannot be filed for any reason, please contact me at (813) 887-3766 x301.

Sincerely,

Stacey Steuer
Office Manager
Xcelicor, Inc.

Amend
11-13-01
PMS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 NOV -5 PM 2:31

Enclosures

THIRD ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
Xcelicor, Inc.

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of the Florida General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is: Xcelicor, Inc.
2. The amendments adopted are as follows:

Article IV is hereby amended by deleting "\$1.00 par value" and inserting in its place and stead "\$.0005 par value".
3. The Corporation is for profit.
4. The amendments contained herein were unanimously adopted by the Board of Directors and the Shareholders.
5. These amendments are to be effective immediately upon filing with the office of the Secretary of State.

Adopted This 22 day of October, 2001.

XCELICOR, INC.

By: 

Printed Name: Bryan Suthard

Title: President