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AMENDMENT TO ARTICLES OF INCORPORATION OF X-58, INC., A FLORIDA CORPORATION

Article V of the Articles of Incorporation originally filed August 11, 1997 is amended as follows:

ARTICLE IV

- 1) As of the date of this Amendment, there are One Hundred (100) shares of Common Stock authorized, issued and outstanding, all held by Clyde W. Dawson.
- 2) One additional share of Common Stock is authorized, such that there are 101 shares of Common Stock. The One Hundred and One shares (101) shares of Common shall be denominated as "Simple Common" and "Control Common", and shall have the following rights, privileges and limitations:
 - a) Simple Common: One Hundred (100) shares of One Dollar (\$1.00) par value common stock each share having one vote per share and
 - b) Control Common: One (1) share of One Dollar (\$1.00) par value common stock. The rights, preferences and limitations of the Control Common are identical to the Simple Common except that, as permitted by Florida Statute §607.0704, each share of Control Common shall have 200 votes on all matters on which a vote of sharcholders is required or permitted, under these Articles, Florida law and the By-Laws.

The only lawful shareholders of shares of Common Control are:

GREGORY C. PICKEN, ESQ., J.D., LL.M GARY, DYTRYCH & RYAN, P.A. 701 U.S. HIGHWAY ONE, SUITE 402, NORTH PALM BEACH, FLORIDA 33408

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- a. Clyde W. Dawson, individually, his estate; and/or
- b. The Clyde W. Dawson Revocable Trust dated February 4, 1993, as amended (and trusts created thereunder for the benefit of Nancy L. Dawson); and/or
- c. Nancy L. Dawson, individually, her estate; and/or
- d. The Nancy L. Dawson Revocable Trust dated February 4, 1993, as amended (and trusts created thereunder for the benefit of Clyde W. Dawson; and/or
- e. Donna Jeanne Dawson, individually (but not her estate or any trust created by her).

All shares of Control Common not so held shall be cancelled upon the books of the Corporation. Interests in the shares of Control Common cannot be devised, disclaimed, sold, assigned, transferred, pledged, hypothecated or made subject to a security interest, except by Clyde W. Dawson, individually, and/or by Nancy L. Dawson, and the trusts referenced in (b) and (d), above.

Simple Common and Control Common shall vote as a single class. Every reference to a majority or other proportion of shares, in the Florida Business Act, as amended from time to time, these Articles, as amended from time to time or in the By-Laws of the Corporation, shall refer to such majority or other proportion of votes entitled to be cast, and not to shares held.

3) For good and valuable consideration, receipt and sufficiency of which is herewith acknowledged, the share of Control Common is issued as follows:

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The One (1) share of Control Common is issued to Clyde W. Dawson and Nancy L.

Dawson as Trustees of the Clyde W. Dawson Revocable Trust dated February 4, 1993, as

amended.

4) The power to amend the By-Laws is reserved to the Shareholders. No vote under the By-

Laws may require more than a simple majority except where required by Florida Statute.

5) The Corporation is authorized, pursuant to Florida Statutes §607.0626, to issue shares

without certificates.

All rights under Florida Statutes Chapter 607 which are exercisable by the directors unless

reserved to the Shareholders in the Articles of Incorporation, are herewith so reserved to the

Shareholders. The Articles of Incorporation can be amended only by a formal amendment

thereto, denominated as such, and filed with and accepted by the office of the Department of

State of Florida. Terms of a Shareholders Agreement shall not, themselves, be deemed to

constitute an amendment, not shall the same have the effect of altering the terms of the

Articles of Incorporation as amended hereby.

The undersigned hereby certifies that the foregoing Amendment was unanimously

adopted and approved by all of the Shareholders and Directors of the Corporation.

Dated April 26, 2000
Signature: Clade W. Dawson, President

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