

• CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000021981

Axiom Investments, Inc.

800002612788--8
-08/11/98-01040-012
*****35.00 *****35.00

Amend

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File 98

Trade/Service Mark TALLAHASSEE, FLORIDA

Merger File AUG 11 PM

Art. of Amend. File 1:54

RA Resignation 1:54

Dissolution / Withdrawal TALLAHASSEE, FLORIDA

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name 98

Corp Record Search AUG 11 AM 11:09

Officer Search DIVISION OF CORPORATION

Fictitious Search RECEIVED

Fictitious Owner Search 8/11/98

Vehicle Search AM 11:09

Driving Record RECEIVED

UCC 1 or 3 File 8/11/98

UCC 11 Search AM 11:09

UCC 11 Retrieval RECEIVED

Courier 8/11/98

Signature _____

Requested by: *AS*

8/11/98 8:57

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

98 AUG 11 PM 1:54
FILED
SECRETARIAL STATE
TALLAHASSEE, FLORIDA

Axion Investments, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 IV - Principal office and mailing address
changed to:

221 Short Street
Daytona Beach, FL 32114

Article IX - CEO (Channing Coolidge, Jr.) replaced
by Ronald D. Clifton, Jr.

Article X - Director (Channing Coolidge, Jr.) replaced
by Ronald D. Clifton, Jr.

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:

7/31/98

THIRD: The date of each amendment's adoption: _____

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



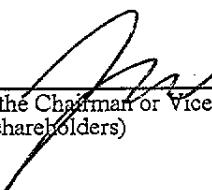
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this

5th day of August, 1998

Signature

 Jerome D. Mitchell (President / Director)
(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)

Typed or printed name

Title