

P98000036740

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February 5, 1999

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Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Fairfax Group, Inc.  
Document Number P98000036740

Enclosed are the original and one copy of the articles of amendment to articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



David M. Bovi  
David M. Bovi, P.A.  
324 Datura Street, Suite 200  
West Palm Beach, Florida 33401

*Amend  
2-15-99  
DMS*

**FILED**  
99 FEB 10 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FAIRFAX GROUP, INC.

**FILED**  
99 FEB 10 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is FAIRFAX GROUP, INC.
2. The following amendments of the articles of incorporation were adopted and approved by the shareholders on February 5, 1999. The number of votes cast for the amendments were sufficient for approval.

- A. Article III of the original articles of incorporation shall be deleted and replaced with the following:

ARTICLE III. CAPITAL STOCK.

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is Fifty Million (50,000,000) shares of common stock, \$0.01 par value;

- B. Article VIII shall be added to the Company's articles of incorporation and read as follows:

ARTICLE VIII. - NO ANTI-TAKEOVER LAW GOVERNANCE

The corporation hereby elects that the following Florida Statutes shall not apply to the corporation:

1. F.S. 607.0901, or any laws related thereto, governing affiliated transactions; and
2. F.S. 607.0902, or any laws related thereto, governing control-share acquisitions.

Signed this 5th day of February, 1999.

  
Ernest L. Porter, President