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BASIC AMENDMENT
EMPEXIS CORPORATION

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Amend

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
EMPEXIS CORPORATION,
a Florida corporation**

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Pursuant to the Florida Business Corporation Act, Article III of the Articles of Incorporation of **EMPEXIS CORPORATION**, a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

ARTICLE III
Authorized Capital

The Corporation is authorized to issue Twenty Million (20,000,000) shares of common stock, with a par value of One Cent (\$0.01) per share.

This Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously approved by the Corporation's sole director and sole shareholder by Joint Written Consent effective as of May 31, 2001.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 31st day of May, 2001.

EMPEXIS CORPORATION,
a Florida Corporation

By: 

Carlos Marin, President