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May 18, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/22/00-01119-018
*****35.00 *****35.00

Re: **PALM ACCESS, INC.**

Dear Sirs:

Please find enclosed the original and one copy of Articles of Amendment for **PALM ACCESS, INC.**

Also enclosed is a check in the amount of \$35.00 for filing fee.

We do not wish to receive a certified copy of the Articles of Amendment, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Mr. Dzurak Sec.

AUTHORIZATION BY PHONE TO
CORRECT *ADD #66076*
DATE *6-6*
SOC. SEC. *DRG*

Sincerely,

John S. Dzurak
JOHN S. DZURAK

FILED
00 MAY 22 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JSD:lm
enclosures
xc: Palm Access, Inc.

AMEND
XRB
6-5

**ARTICLES OF AMENDMENT
OF
PALM ACCESS, INC.**

FILED
00 MAY 22 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, PALM ACCESS, INC., a Florida corporation, was incorporated under the laws of the State of Florida on October 28, 1998 (document number P98000091800; and

WHEREAS, Article Four of the Articles of Incorporation of PALM ACCESS, INC. Stated the number of shares of stock authorized to be issued by the Corporation to be one-thousand (1,000) shares with a one (\$1.00) dollar per share par value; and

WHEREAS, on March 14, 2000, the following amendment was adopted by written consent of all of the Directors and a majority of the Shareholders entitled to vote thereon pursuant to Section 607.1006. The number of votes was sufficient for approval.

NOW, THEREFORE, Article Four of the Articles of Incorporation of PALM ACCESS, INC. Is hereby amended to read as follows:

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is twenty-five (25,000,000) million shares with no par value.

IN WITNESS THEREOF, the parties have set their hands and seals at Punta Gorda, Florida this 3rd day of May, 2000.

PALM ACCESS, INC.
a Florida corporation

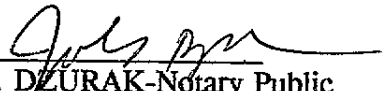
By: 
JOSEPH J. VELOZO, President

By: 
BRUCE K. LAPIERRE, Secretary

**STATE OF FLORIDA
COUNTY OF CHARLOTTE**

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared JOSEPH J. VELOZO, as President, and BRUCE K. LAPIERRE, as Secretary, to me known to be the persons described in and who executed the foregoing Articles of Amendment of PALM ACCESS, INC., and they acknowledged before me that they executed the same on behalf of the Corporation, and they are personally known to me, and they did take an oath.

My commission expires:


JOHN S. DZURAK-Notary Public
State of Florida at Large

