

Division of Corporations

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Florida Department of State

Division of Corporations

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Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.
Account Number : 105204000476
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BASIC AMENDMENT

XOS TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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**AMENDMENT TO
ARTICLES OF INCORPORATION OF
XOs Technologies, Inc.**

Pursuant to the provisions of Chapter 607, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on February 10, 1999.

- I. The name of the Corporation is XOs Technologies, Inc.
- II. The following amendment to the Articles of Incorporation was adopted by the corporation:

- A. Article III is hereby amended by altering it in its entirety so as to read:

AARTICLE III

The capital stock of this corporation shall be one hundred million (100,000,000) shares of common stock with no par value.

- B. Article XI is hereby deleted in its entirety and replaced with the following:

"ARTICLE XI - ABOLISH PREEMPTIVE RIGHTS

No shareholder of this corporation shall have a preemptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of this corporation subsequently issued, optioned, or sold, or any part of any debenture, bonds, notes, or securities of this corporation convertible into shares subsequently issued, optioned, or sold by the corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes, or securities of the corporation which may be convertible into shares, and also to defeat preemptive rights in any and all shares and classes of shares and

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securities convertible into shares which this corporation may be subsequently authorized to issue by any amended certificate duly filed. Thus, any and all shares of this corporation presently authorized, and any and all debentures, bonds, notes, or securities of this corporation convertible into shares and any and all of the shares of this corporation which may subsequently be authorized, may at any time be issued, optioned, and contracted for sale, and/or sold and disposed of by direction of the Board of Directors of this corporation to such persons, and upon such terms and condition as may to the Board of Directors seem proper and advisable without first offering such shares or securities or any part of such shares.

III. The amendment to the Articles of Incorporation was adopted pursuant to written consent in lieu of a meeting of all the Board of Directors and Shareholders duly considered and executed.

IV. The above Amendment was adopted by all of the Shareholders and Board of Directors on the 2nd day of April, 2002.

XOs Technologies, Inc.

By: 

Danny R. Aton, President

Audit No. (((H02000071449 1)))