

Port-Free, Inc.

P.O. Box 7146
St. Petersburg, FL 33734
helyn@port-free.com
(727) 418-1074

December 22, 1999

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

Dear Sir or Madam:

Enclosed is the completed and executed "Articles of Amendment to Articles of Incorporation" form for my corporation, together with the \$35.00 filing fee payable to your order. Effective December 31, 1999, the name of my corporation will change as reflected in the enclosed to PIXIPORT.

The name Port-Free will no longer be used to identify my firm, however all of the corporate structure, a remains the same. This is just a name change to better reflect our business today. The officers and directors likewise will remain the same, nor will there be any change of shareholders. I will continue to own 100% of the stock.

I trust that you will find these documents to be in order. Should you have any questions or need any additional information, please contact me immediately. Thank you for your attention to this matter.

Sincerely,

Helyn M. Davenport

President/CEO

Enclosures:

300003080233--1
-12/27/99--01059-010
*****35.00 *****35.00

300003080233--1
-12/27/99--01059-011
*****8.75 *****8.75

99 DEC 31 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 0000 18036
NC CM
Apr 12-31-99
* Conf Copy



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 10, 2000

HELYN DAVENPORT
P.O. BOX 7146
ST. PETERSBURG, FL 33734

SUBJECT: PORT-FREE, INC.
Ref. Number: P99000018036

We have received your document for PORT-FREE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 400A00001233

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PORT-FREE, 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 I

THE NAME OF THE CORPORATION
WILL CHANGE TO "PIXIPORT", INC.
EFFECTIVE 12-31-99. THERE
WILL BE NO OTHER CHANGES
AT THIS TIME. ONLY THE NAME.

FILED
DECEMBER 31 1999
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: DECEMBER 22, 1999.

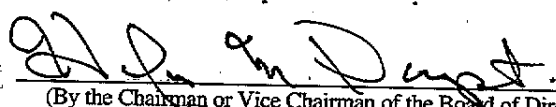
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 22ND day of DECEMBER, 19 99

Signature 
 (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)

HELEN M. DAVENPORT
 Typed or printed name

PRESIDENT/INC.
 Title