

P99000020739

ALLAN H. KAYE, P.A.

3520 NW 43rd Street
Gainesville, Florida 32606-6104

Admitted

Florida * New York

April 28, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
99 MAY -3 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: EXAXE, INC. ARTICLES OF AMENDMENT

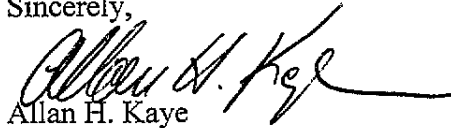
To whom it may concern:

Enclosed please find an original and two (2) copies of the Articles of Amendment to Articles of Incorporation of Exaxe, Inc. Also enclosed is a check in the amount of \$43.75, for the filing fee and a certified copy.

Please return certified copy to:

ALLAN H. KAYE, P.A.
3520 NW 43RD STREET
GAINESVILLE, FLORIDA 32606-6104
(352) 375-0816

Sincerely,


Allan H. Kaye

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*****43.75 *****43.75

Enclosures

Amend. & N/C

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MAY 12 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EXAXE, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.6001, Florida Statutes this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation, filed March 2, 1999 # P99000020739.

FIRST: **Article I, Name** - The name of the corporation is amended:
From: EXAXE, INC.
To: **AREXE INNOVATIONS, INC.**

SECOND: **Article II, Principal Office** - The principal place of business and mailing address of the corporation is amended:
From: 3732 NW 53rd Lane
 Gainesville, Florida 32653
To: 13609 SW 1st Road
 Newberry, FL 32669

THIRD: **Article V, Capital Stock** - The corporation authorization to issue Capital Stock is amended:
From: This corporation is authorized to issue 120 shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".
To: This corporation is authorized to issue 1000 shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common Shares".

FORTH: These amendments were adopted by the Board of Directors on April 28, 1999.

FIFTH: No stock has yet been issued in the corporation and the amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 29th day of April, 1999.

Signature


JAMES R. LEWIS/Board of Directors/Secretary/Treasurer