

Friday, May 28, 1999

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4000

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

MAXCESS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND
5/28

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

Article III of the articles of incorporation of Maxcess, Inc. was amended by the corporation's board of directors on May 26th, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is Maxcess, Inc.
2. Article III of the articles of incorporation of Maxcess, Inc. was amended as follows:

" The maximum number of common shares this Corporation is authorized to issue is 100,000,000. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

The maximum number of preferred shares this Corporation is authorized to issue is 20,000,000. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes or series and the preferences, limitations, and relative rights of each class or series."

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on May 26th, 1999.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on May 26th, 1999.


James C. Marchant, Jr., Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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