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W.F. Verifler

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of

MAXCESS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statues, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

Amendment adopted: Article III FIRST:

The maximum number of Common Shares this Corpora-SECOND:

tion is authorized to issue is Fifteen Million (15,000,000). 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.

THIRD: The date of this Amendment's adoption is October

27, 1999.

FOURTH: The Amendment was approved by the Shareholders.

The number of votes cast for the Amendment was

sufficient for approval.

Signed this 28th day of October, 1999.

President & CEO