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August 8, 2000

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment of the Articles of Incorporation
Maxcess, Inc..

400003351154--0

-08/09/00--01084--001


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

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$43.75 for the filing fees and one certified copy of the amendment.

Please return the certified copy of the above-referenced filings to the undersigned in the envelope provided. If you have any questions regarding the above-referenced document please contact the undersigned at 303-382-5127.

Sincerely,


Salwa Kawash-Flewel
Legal Assistant

FILED
00 AUG -9 PH 5:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

Amend

T BROWN AUG 17 2000

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Maxcess, Inc.

SECOND: ARTICLE III of the Articles of Incorporation is hereby amended and restated to read in their entirety as follows:

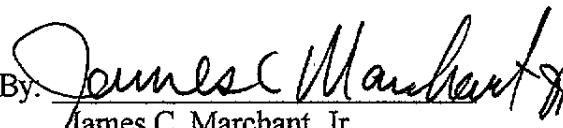
ARTICLE III: The maximum number of Common Share this Corporation is authorized to issue is 20,000,000. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share of all matters on which shareholders have the right to vote.

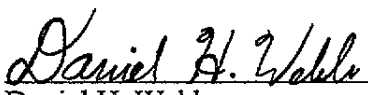
The remainder of the Articles of Incorporation shall remain unchanged by this amendment.

THIRD: The following amendment to the Articles of Incorporation was adopted by the Board of Directors on July 21, 2000 and was approved by the shareholders by written consent. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation have executed these articles of amendment on this 4th day of August, 2000.

MAXCESS, INC.

By: 
James C. Marchant, Jr.
President


Daniel H. Webb
Secretary to the Board of Directors