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TRANSMITTAL LETTER

September 1, 1999

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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-09/08/99--01029--014
*****35.00 *****35.00

SUBJECT: ARTICLES OF AMENDMENT
EXOTICX, INC.

Enclosed is an original and one copy of the Articles of Amendment to change the name of this corporation to **EXOTICX.COM, INC.**

Also enclosed is a check made payable to DEPARTMENT OF STATE in the amount of \$35.00.

FROM:

Sean O'Haire
SEAN O'HAIRE
718 Shore Drive
Vero Beach, FL 32963
(561) 567-1120

FILED
99 SEP -7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KRO
9/1/99

ARTICLES OF AMENDMENT OF EXOTICX, INC.

FILED
99 SEP -7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"The name of this corporation is EXOTICX.COM, INC."

ARTICLE II

The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1003, Florida Statutes.

The effective date of such Consent, and of this Amendment, is as of the date hereof. A copy of such written consent is attached to these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 1 day of September, 1999.

EXOTICX, INC.

By: Sean O'Haire
SEAN O'HAIRE, President

This instrument prepared by:

PRODOX LEGAL CENTER
2024 58th Avenue
Vero Beach, FL 32966
(561) 567-1120

**WRITTEN UNANIMOUS CONSENT
IN LIEU OF A MEETING**

The undersigned, being the holders of all of the outstanding shares of EXOTICX, INC. entitled to vote at a meeting of shareholders, do hereby consent to the following resolution adopted by the Board of Directors of EXOTICX, INC. taken on September 1, 1999.

On motion made and carried, the following resolution was adopted:

RESOLVED, that the name of the corporation shall be changed to

EXOTICX.COM, INC.

EXOTICX, INC.

By: Sean O'Haire
SEAN O'HAIRE, President