

MAY-03-2000 16:00

MINTMIRE & ASSOCIATES

P99000086174

Florida Department of State

Division of Corporations

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Account Name : MINTMIRE & ASSOCIATES  
Account Number : I19990000043  
Phone : (561) 832-5696  
Fax Number : (561) 659-5371

Donald F. Mintmire  
said share exchange  
is (one) word.  
PG 1/19/00

BASIC AMENDMENT

BILLYWEB CORP.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52.50

RECEIVED  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
BILLYWEB CORP.**

**FILED**  
00 MAY -3 PM 4:48  
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TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended , added or deleted)

**ARTICLE I. NAME.** The name of the corporation shall be changed from BillyWeb Corp. to **Share Exchange Corp.** The principal place of business of this corporation shall be 277 Royal Poinciana Way, Suite 197, Palm Beach, FL 33480.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach, FL 33480  
Bar No.: 402435

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THIRD: The date of each amendment's adoption: May 3, 2000.

FOURTH: Adoption of Amendment(s) check one:

X  The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(Voting Group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of May, 2000.

BY: 

(By the Chairman or Vice Chairman of the Board of Directors, President, or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Frederic Richard  
Typed or printed Name

President  
Title

Donald F. Mintmire  
Mintmire & Associates  
265 Sunrise Avenue, Suite 204  
Palm Beach, FL 33480  
Bar No.: 402435

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