

Division of Corporations

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P99000110369**Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407) 246-8692
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SECRETARY OF STATE
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BASIC AMENDMENT**ZEROCHAOS.COM, INC.**

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ZEROCHAOS.COM, INC.

WHEREAS, the name of the Corporation is ZeroChaos.com, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on December 22, 1999 and assigned document number P99000110369; and

WHEREAS, the Corporation, by and through its Directors and pursuant to the provisions of Section 607.1006 of the Florida Statutes, wishes to amend the aforesaid Articles of Incorporation as no shareholder action was required; and

WHEREAS, the Board of Directors at a meeting held on May 1, 2000, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:


1. Article III - Capital Stock of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 30,000,000 shares of common stock, all of one class, having a par value of \$0.0001 per share. Each common share of the Corporation, of the par value \$0.01 each, outstanding when this paragraph becomes effective, shall be reclassified as and changed into 2.5 fully paid and nonassessable common shares having a par value of \$0.0001 per share which shall be included in the 30,000,000 common shares herein authorized. The stated capital applicable to the 2.5 shares resulting from such reclassification and change of each such outstanding share shall, when this paragraph becomes effective, be the same as the stated capital then applicable to such outstanding share."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 4th day of May, 2000.


John Riley, Director