

S28069

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

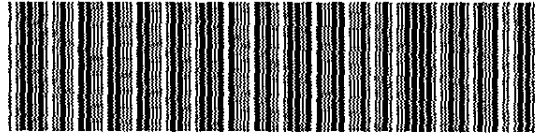
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Name Change

08/01/06--01016--001 **43.75

RECEIVED
06 AUG - 1 AM 8:29
FILED
06 AUG - 1 AM 8:34
CLERK OF THE COURT
FLORIDA
TALLAHASSEE, FLORIDA

*TOP
8/1/06*

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

NEED CONFIRMATION ASAP, THANKS!

CONTACT: KATIE WONSCH
DATE: 08/01/2006
REF. #: 000173.55422
CORP. NAME: QORUS.COM, INC.

<input type="checkbox"/> ARTICLES OF INCORPORATION	<input checked="" type="checkbox"/> ARTICLES OF AMENDMENT	<input type="checkbox"/> ARTICLES OF DISSOLUTION
<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> TRADEMARK/SERVICE MARK	<input type="checkbox"/> FICTITIOUS NAME
<input type="checkbox"/> FOREIGN QUALIFICATION	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> LIMITED LIABILITY
<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MERGER	<input type="checkbox"/> WITHDRAWAL
<input type="checkbox"/> CERTIFICATE OF CANCELLATION		
<input type="checkbox"/> OTHER:		

STATE FEES PREPAID WITH CHECK# 517957 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

<input checked="" type="checkbox"/> CERTIFIED COPY	<input type="checkbox"/> CERTIFICATE OF GOOD STANDING	<input type="checkbox"/> PLAIN STAMPED COPY
<input type="checkbox"/> CERTIFICATE OF STATUS		

Examiner's Initials

FILED

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
QORUS.COM, INC.**

06 AUG -1 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act

The undersigned, being the duly authorized Chief Executive Officer and President of QORUS.COM, INC., a Florida corporation (the "Corporation"), does hereby certify that:

FIRST: The name of the Corporation is Qorus.com, Inc.

SECOND: In accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, the Board of Directors has duly adopted the following resolutions by unanimous consent of the directors dated June 22, 2006:

RESOLVED FURTHER, that Article I of the Articles of Incorporation shall be amended in its entirety to read as follows:

"Article I - NAME

The name of the Corporation is 'DigitalFX International, Inc.'"

RESOLVED FURTHER, that the first paragraph of Article IV of the Articles of Incorporation shall be amended in its entirety to read as follows:

"ARTICLE IV - CAPITAL STOCK AND PREFERRED STOCK

The Corporation shall be authorized to issue one hundred million (100,000,000) shares of common stock at one mill (\$.001) par value and five million (5,000,000) shares of Preferred Stock at one cent (\$.01) par value; part or all of the shares of Preferred Stock may be issued from time to time by the Board of Directors, without further action required by the stockholders; and such Preferred Stock may be convertible into shares of Common Stock, have cumulative dividends, be redeemable by the Corporation or contain such other terms and conditions as may be determined by said Board.

Simultaneously with the effective date of the filing of this Articles of Amendment of the Articles of Incorporation (the "Effective Date"), (i) each share of Common Stock of the Corporation issued and outstanding or held as treasury shares immediately prior to the Effective Date (the "Old Common Stock") shall automatically be reclassified and continued (the "Reverse Split"), without any action on the part of the holder thereof, as one-fiftieth of one share (0.02) of Common Stock, (ii) shareholders holding less than 100 shares of Old Common

Stock as of the Effective Date shall not be affected by the Reverse Split, and (iii) shareholders holding 5,000 or fewer shares of Old Common Stock but at least 100 shares of Old Common Stock as of the Effective Date shall be provided special treatment such that after the Reverse Split, those holders will hold 100 shares of Common Stock. The Corporation shall not issue fractional shares on account of the Reverse Split. Holders of Old Common Stock who would otherwise be entitled to a fraction of a share on account of the Reverse Split shall receive, upon surrender of all of such holder's stock certificates formerly representing shares of Old Common Stock, in lieu of such fractional share, one whole share of Common Stock."

THIRD: Holders of the Corporation's Common Stock and Series A Convertible Preferred Stock, voting as a single group, and holders of the Corporation's Series A Convertible Preferred Stock, voting as a separate group, were entitled to vote on the amendments to the Articles.


FOURTH: The aforesaid amendments to the Articles were duly approved by the written consent of the requisite percentage of holders of the Corporation's Common Stock and Series A Convertible Preferred Stock, voting as a single group, in accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, on June 22, 2006.

FIFTH: The aforesaid amendments to the Articles were duly approved by the written consent of the requisite percentage of holders of the Corporation's Series A Convertible Preferred Stock, voting as a separate group, in accordance with the applicable provisions of Section 607 of the Florida Business Corporation Act, on June 22, 2006.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment on this 1st day of August, 2006.

QORUS.COM, INC.

By:



Craig Ellins, Chief Executive Officer and President