

A0613737

156 9093

FILED

in the office of the Secretary of State
of the State of California

JUN 16 2004 *em*

Kevin Shelley

KEVIN SHELLEY, Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
GIROMEX, INC.**

Juan Carlos Lebrija and Olivia Rios certify that:

1. They are the president and secretary, respectively, of Giromex, Inc., a California corporation.

2. Article FOURTH of the articles of incorporation is amended to read as:

The corporation is authorized to issue four (4) classes of shares to be designated respectively as "Common Stock," "Preferred Stock," "Series 1 Preferred Stock" and "Series 2 Preferred Stock." One million (1,000,000) shares of Common Stock may be issued, one hundred twenty thousand (120,000) shares of Preferred Stock may be issued, one million (1,000,000) shares of Series 1 Preferred Stock may be issued and five hundred (500) shares of Series 2 Preferred Stock may be issued. The Common Stock shall be entitled to vote on a one vote per share basis and shall be entitled to dividends at the discretion of the board of directors. The Preferred Stock shall not be entitled to voting rights, whether at a special or annual meeting of shareholders, by written consent or otherwise, except as provided by law. The Preferred Stock shall receive dividends on a cumulative basis at the annual rate of \$.048 per share and no more when and as declared by the board of directors, out of funds legally available before any dividend may be made for the Common Stock. The Preferred Stock is not entitled to additional dividends beyond such cumulative dividends. The Series 1 Preferred Stock shall not be entitled to voting rights, whether at a special or annual meeting of shareholders, by written consent or otherwise, except as provided by law. The Series 1 Preferred Stock shall be entitled to the same dividends as Common Stock, which dividends may only be paid after payment of dividends to the Preferred Stock. Upon liquidation of the corporation, the Series 1 Preferred Stock shall receive \$1,000 per share out of assets available for distribution to shareholders, before any payment on the Common Stock or the Preferred Stock; the Preferred Stock shall receive \$1.20 per share out of assets available for distribution to shareholders, before any payment on the Common Stock, plus accrued but unpaid cumulative dividends, and no more. The following are the rights, preferences and privileges of the Series 2 Preferred Stock:

A. Dividends. Each share of Series 2 Preferred Stock shall accrue dividends at an annual rate equal to 21% of the Price Per Share, calculated on the basis of a 360-day year, consisting of twelve 30-day months, and shall accrue on a daily basis from the date of issuance thereof. Such dividends shall be paid in cash on the Series 2 Automatic Redemption Date or such later date as may be approved by the board of directors.

B. Redemption. On the Series 2 Automatic Redemption Date, each share of Series 2 Preferred Stock shall automatically, with no further action required to be taken by the corporation or the holder thereof, be redeemed (unless otherwise prevented by law) in cash (by wire transfer of immediately available funds or check), at a redemption price per share equal to the sum of the Price Per Share plus all dividends accrued since the date of issuance of such share of Series 2 Preferred Stock. After the Series 2 Automatic Redemption Date, all rights of any holder of such shares of Series 2 Preferred Stock shall cease and terminate, and such shares of Series 2 Preferred Stock shall no longer be deemed to be outstanding.

C. Voting Rights. Series 2 Preferred Stock shall not be entitled to voting rights, whether at a special or annual meeting of shareholders, by written consent or otherwise, except as provided by law.

D. Conversion. The holders of Series 2 Preferred Stock shall not be entitled to convert any or all such holder's shares of Series 2 Preferred Stock into shares of Common Stock or any other shares of the Corporation's capital stock. In the event the Merger Agreement is terminated pursuant to its terms, each share of Series 2 Preferred Stock shall be, at the option of the holder thereof, convertible into debt of the corporation, with the principal amount owing by the corporation to such holder in connection therewith (a) equal to the Price Per Share plus accrued, unpaid dividends thereon as of the date of such conversion and (b) represented by a promissory note in substantially the form, and on substantially the same commercial terms (including maturity date, interest thereon and scheduled interest payments), as set forth in the promissory note(s) representing the original purchase price paid by such holder for such share of Series 2 Preferred Stock.

E. Definitions. As used in this Article FOURTH, the following terms shall have the following meanings:

"Price Per Share" means \$10,000.

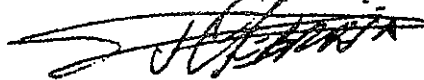
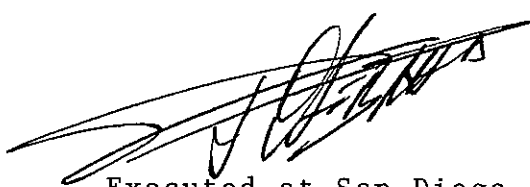
"Series 2 Automatic Redemption Date" means the date upon which Tri-Axxa Merger Sub I, Inc., a Delaware corporation ("Mergersub"), is merged with and into the corporation pursuant to that certain Agreement and Plan of Merger, dated as of January 17, 2004 (as amended, modified or supplemented from time to time, the "Merger Agreement"), among the corporation, Newco Z, Inc., a Delaware corporation formerly known as Tri-Axxa, Inc., Mergersub, the shareholders of the corporation and the other parties thereto.

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 750,000. The total number of outstanding shares of Preferred Stock of the corporation is 120,000. The total number of outstanding shares of Series 1 Preferred Stock of the corporation is 500. The number of common shares voting in favor of the amendment equaled or exceeded the vote required, and the number of preferred shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of each class.

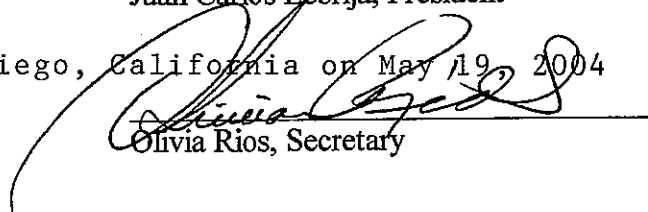
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed in Mexico on May 19, 2004



Juan Carlos Lebrija, President

Executed at San Diego, California on May 19, 2004



Olivia Rios, Secretary