

**SPECIAL MEETING OF THE
SHAREHOLDERS AND DIRECTORS OF ENERGEX COMPANY**

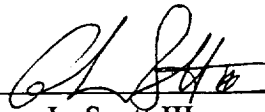
On November 1, 1999, the undersigned, being the sole shareholder and director of ENERGEX COMPANY, a New Mexico corporation, after confirming that a quorum of the Shareholders and directors were present, did call the meeting to order. The undersigned did direct that the written call and waiver be inserted in the corporate minutes.

It was stated that the general purpose of the meeting was to discuss changing the company name from Energex Company to NGX Company.

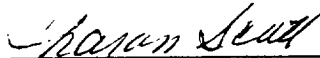
Upon motion duly made, it was

RESOLVED that the corporation name be changed to NGX Company.

There being no further business before the meeting, the meeting was adjourned.



George L. Scott III
Director, President, Shareholder



Sharon Scott, Secretary