

Division of Corporations

Page 1 of 1

J51673

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000001114 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.
Account Number : 076247002423
Phone : (954) 763-1200
Fax Number : (954) 766-7800

BASIC AMENDMENT

CRYS*TEL TELECOMMUNICATIONS.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED
50 JAN 14 PM 1:37
DIVISION OF CORPORATIONS

FILED
99 JAN 14 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Amendment
1-14-99
D

Thursday, January 14, 1999

12:36 PM

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CRYS*TEL TELECOMMUNICATIONS.COM, INC.**

FILED
99 JAN 14 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Crys*Tel Telecommunications.com, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number J51673, does hereby certify:

FIRST: That pursuant to written consent of all of the Board of Directors and majority consent of the Shareholders of the Corporation, dated January 13, 1999, the Board of Directors and Shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

Paragraphs 1 and 5(a) of Article IV of the Corporation's Articles of Incorporation shall be deleted in their entirety and replaced with the following:

***ARTICLE IV
SHARES**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100,000,000 shares of common stock, par value \$.001 per share and 10,000,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

Matthew W. Miller, Esq., Florida Bar No. 0121398
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

99/6096.100/133073.1

H99000001114 0

H99000001114 0

5. Conversion.

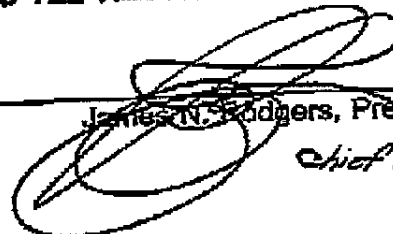
(a) For every \$1.00 of net earnings of the Corporation at the end of each fiscal year, one share of Series A Convertible Preferred Stock shall be automatically convertible (the "Conversion"), at the option of the holder, into one (1) share of Common Stock of the Company; provided however, in the event net earnings in any one year is negative, such negative net earnings shall reduce future years net earnings and no conversion shall be permitted until such time as the sum of all such years is positive, and only to the extent the sum exceeds \$0."

SECOND: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Written Consent of All of the Board of Directors of the Corporation, by a majority of the Shareholders of the Common Stock and by a majority consent of the shareholders of the Series A Preferred Stock of the Corporation dated January 13, 1999, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of January 13, 1999.

CRYSTEL TELECOMMUNICATIONS.COM, INC.

By: _____


James N. Rodgers, President

Chief Executive Officer

99/6096.100/133073.1

H99000001114 0