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LAW OFFICES
Khang & Pedersen, P.A.

ATTORNEYS AND COUNSELORS AT LAW

MAILING ADDRESS:
PMB 147
2611 NORTH HIATUS ROAD
COOPER CITY, FL 33026

TELEPHONE: (954) 433-8428
FACSIMILE: (954) 433-2836

June 16, 2000

Division of Corporations
P. O. Box 6327,
Tallahassee, FL 32314.

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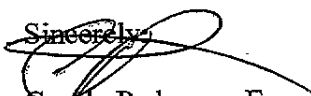
Re: Filing Articles of Amendment/3AM COMMUNICATIONS CORP.

Dear Sir/Madam:

Enclosed please find the following documents with regard to the above matter:

1. Original Certificate of Amendment, *Returned*
2. Original Articles of Amendment and
3. Company check in the amount of \$35.

Please file the Articles of Amendment at your earliest convenience. If you have any questions, please do not hesitate to call me.

Sincerely,

Carly Pedersen, Esq.
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 29 AM 9:18

CP/ce

Cc: 3AM COMMUNICATIONS CORP.

Amend

V SHEPARD JUL 14 2000

PRACTICE LIMITED TO U.S. IMMIGRATION AND NATIONALITY LAW AND OTHER FEDERAL MATTERS

ADMINISTRATIVE OFFICE
Emerald Lakes Corporate Park
3111 Stirling Road
Fort Lauderdale, FL 33312

E-MAIL:
zp@compuserve.com
Beijing: mxz@public.bta.net.cn

OTHER OFFICES
San Francisco, California
Beijing, P.R. China
Kaoshiung, Taiwan
Prague, Czech Republic

**ARTICLES OF AMENDMENT
3AM COMMUNICATIONS CORP.**

The following provisions of the ARTICLES OF INCORPORATION of 3AM COMMUNICATIONS CORP., a Florida corporation, duly filed in Tallahassee, Florida, be and are hereby amended with the following particulars:

Article 6 – Directors: The names and addresses of the present directors of this corporation are:

Armando J. Mantilla
10025 NW 46th Street, #201
Miami, Florida 33178

Adriana M. Mantilla
10025 NW 46th Street, #201
Miami, Florida 33178

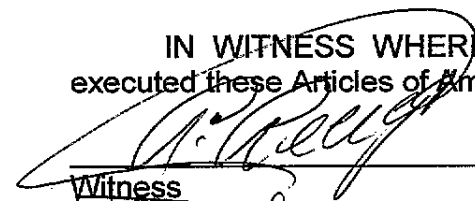
Lothar D. Levy
5403 NW 109th Court
Miami, Florida 33178

Delia E. Pazmino
5403 NW 109th Court
Miami, Florida 33178

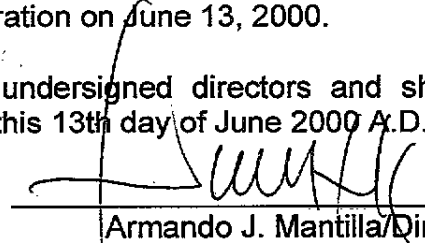
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 29 AM 9:18

The foregoing amendments were adopted by unanimous consent of the shareholders and directors of the corporation on June 13, 2000.

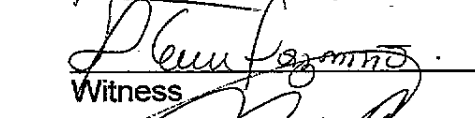
IN WITNESS WHEREOF, the undersigned directors and shareholders have executed these Articles of Amendment this 13th day of June 2000 A.D.



Witness



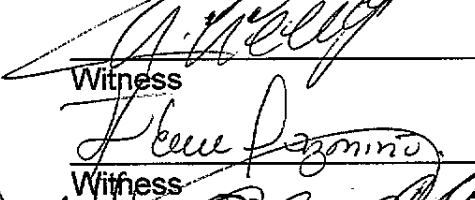
Armando J. Mantilla/Director



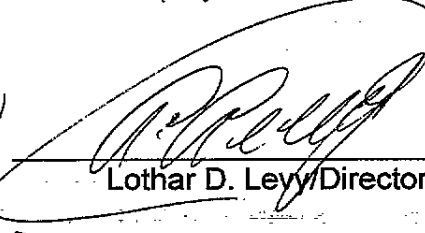
Witness



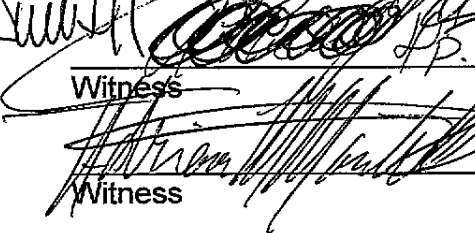
Adriana M. Mantilla/Director



Witness



Lothar D. Levy/Director



Witness

X [Signature]
Witness
[Signature]
Witness

[Signature]
Delia E. Pazmino/Director

State of Florida)
)ss
County of Broward)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Armando J. Mantilla, to me known to be the person who executed the foregoing **ARTICLES OF AMENDMENT** and he/she acknowledged before me that he/she executed the foregoing for the purpose therein set forth.

DATED this 13th day of June, 2000.

[Signature]
NOTARY PUBLIC

My Commission Expires:
Personally known to me or
Produced ID: _____

CAROL LEE PEDERSEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC878893
EXPIRES 11/30/2003
BONDED THRU ASA 1-888-NOTARY1

State of Florida)
)ss
County of Broward)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Adriana M. Mantilla, to me known to be the person who executed the foregoing **ARTICLES OF AMENDMENT** and he/she acknowledged before me that he/she executed the foregoing for the purpose therein set forth.

DATED this 13th day of June, 2000.

[Signature]
NOTARY PUBLIC

My Commission Expires:
Personally known to me or
Produced ID: _____

CAROL LEE PEDERSEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC878893
EXPIRES 11/30/2003
BONDED THRU ASA 1-888-NOTARY1

State of Florida)
)ss
County of Broward)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Lothar D. Levy, to me known to be the person who executed the foregoing **ARTICLES OF AMENDMENT** and he/she acknowledged before me that he/she executed the foregoing for the purpose therein set forth.

DATED this 13th day of June, 2000.



NOTARY PUBLIC

My Commission Expires:

Personally known to me or
Produced ID: _____

CAROL LEE PEDERSEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC878866
EXPIRES 11/30/2003
ADVISED THRU ASA 1-888-NOTARY1

State of Florida)
)ss
County of Broward)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Delia E. Pazmino, to me known to be the person who executed the foregoing **ARTICLES OF AMENDMENT** and he/she acknowledged before me that he/she executed the foregoing for the purpose therein set forth.

DATED this 13th day of June, 2000.



NOTARY PUBLIC

My Commission Expires:

Personally known to me or
Produced ID: _____

CAROL LEE PEDERSEN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC878866
EXPIRES 11/30/2003
ADVISED THRU ASA 1-888-NOTARY1