P27075

ATEL COMMUNICATIONS GROUP, INC.

April 23, 1997

Florida Department of State

RE: Corporate name change
Document # P27075

Enclosed is the amendment to our articles of incorporation . We are a foreign corporation authorized to do business in Florida. Enclosed is the a copy of the certification of amendment to change the corporate name from Justa Korp Inc. to Atel Communications Group Inc.

Enclosed is a check for the following fees: $35.00 articles amendment
52.50 certified copy of amendment

If you have any questions you may call June Kalish at 407-933-7070 Mailing address is 714 N. Bermuda Ave., Kissimmee, FL 34741

Very truly yours,

June Kalish

June Kalish

W97-10353

N/C

FILED
97 MAY 19 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
NFT 5-20-97

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 MAY 19 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 6, 1997

JUNE KALISH
714 N. BERMUDA AVE.
KISSIMMEE, FL 34741

SUBJECT: JUSTA KORP INC.
Ref. Number: P27075

We have received your document for JUSTA KORP INC. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurance of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of $35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 197A00023840

RECEIVED
97 MAY 19 AM 8:14
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JUSTA KORP INC.", CHANGING ITS NAME FROM "JUSTA KORP INC." TO "ATEL COMMUNICATIONS GROUP INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 1997, AT 9 O'CLOCK A.M.

FILED
97 MAY 19 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State

2154757 8100

971116677

AUTHENTICATION: 8414647

DATE: 04-10-97

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/26/1997
971098954 - 2154757

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Justa Korp, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That at a meeting of the Board of Directors of Justa Korp, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

> **RESOLVED**, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered " 1 " so that, as amended said Article shall be and read as follows:

" The name of the Corporation is:

Atel Communications Group Inc.

"

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting of the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment as duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by June Kalish its authorized officer this 14 day of March, 1997.

June Kalish, President

(Name & Title)
June Kalish, President

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
97 MAY 19 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. Justa Korp Inc.
Name of corporation as it appears on the records of the Department of State.

2. De Laware
Incorporated under laws of

3. Nov 28, 1989
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? MARCH 26, 1997

5. Atel Communications Group Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

June Kalish
Signature

5/10/97
Date

JUNE KaLish
Typed or printed name

President
Title