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August 26, 1999

VIA FEDERAL EXPRESS

Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301
Attn: Corporations

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-08/30/99--01081--006
*****35.00 *****35.00

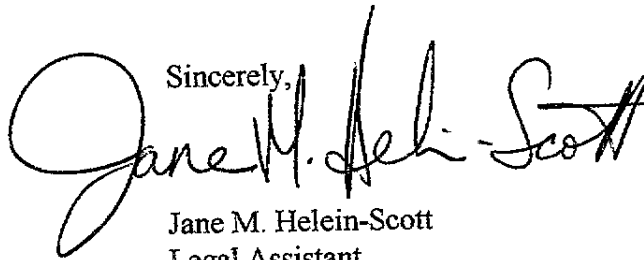
Re: Application by Foreign Corporation to File Amendment

Dear Sir or Madam:

Enclosed please find a completed application by a foreign corporation to file amendment to application for authorization to transact business in Florida being submitted, in duplicate, for and on behalf of London Telecom Network, Corp. This amendment changes the name to Transworld Network, Corp. Also enclosed is a check in the amount of \$35.00, the fee associated with this filing, and a certified copy of the Articles of Amendment issued by the State of Minnesota, the applicant's place of domicile.

Please direct all inquiries or correspondence related to this filing to the attention of the undersigned. Thank you.

Sincerely,



Jane M. Helein-Scott
Legal Assistant

NC
10-12-99
MRS

99 OCT 11 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Enclosures

cc: Ms. Glenna Tighe

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.)

SECTION I
(1-3 MUST BE COMPLETED)

1. London Telecom Network, Corp.
Name of corporation as it appears on the records of the Department of State.
2. Minnesota 3. August 24, 1992
Incorporated under laws of 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? April 29, 1999
5. Transworld Network, Corp.
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.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

FILED
99 OCT 11 PM 2:03
TALLAHASSEE, FLORIDA

Michael Leschuk
Signature

AUGUST 24, 1999
Date

MICHAEL LESCHUK
Typed or printed name

VICE PRESIDENT
Title

60-697

ARTICLES OF AMENDMENT
AMENDING
ARTICLES OF INCORPORATION
OF
LONDON TELECOM NETWORK, CORP.

London Telecom Network, Corp., a Minnesota corporation, hereby adopts and files with the Secretary of State these Articles of Amendment Amending Articles of Incorporation of London Telecom Network, Corp. pursuant to Section 302A.139 of the Minnesota Business Corporation Act.

ARTICLE I

- 1. Article I is amended and replaced in its entirety with the following: "The name of the corporation is Transworld Network, Corp." ✕

ARTICLE II

- 1. Article III is amended and replaced in its entirety with the following:

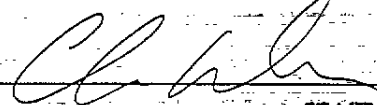
The corporation is authorized to issue one hundred million (100,000,000) shares of capital stock, to be held, sold and paid for at such times and in such a manner as the Board of Directors may, from time to time, determine, in accordance with the laws of the State of Minnesota. Unless otherwise established by the Board of Directors, all shares of the corporation are common shares entitled to one vote and shall be of one class and series having equal rights and preferences in all matters. Unless otherwise provided in these Articles or Bylaws of the corporation, or in the terms of the shares, a common shareholder has one (1) vote for each share held. The Board of Directors shall have the power to establish more than one class or series of shares and to fix the relative rights and preferences of any such different classes or series.

ARTICLE III

The amendment to Articles of Incorporation set forth herein was, in all respects, adopted pursuant to Chapter 302A of Minnesota Statutes.

IN WITNESS WHEREOF, the undersigned, being duly authorized has executed these Articles of Amendment on the 8 day of April, 1999.

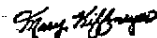
London Telecom Network, Corp.

By: 

Its: CHIEF FINANCIAL OFFICER

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

APR 29 1999 ✕



Secretary of State

013952

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 8-19 1999

Mary Hoffmeyer

Secretary of State

A. R. Depp