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NAME: INTERACTIVE TELECARD SERVICES, INC.  
AUDIT NUMBER.....H97000010727  
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**ARTICLES OF AMENDMENT TO THE ARTICLES  
OF INCORPORATION OF  
INTERACTIVE TELECARD SERVICES, INC.  
a Florida Corporation**

Pursuant to Sections 607.1003 and 607.1006, Florida Business Corporation Act, **INTERACTIVE TELECARD SERVICES, INC.**, a Florida corporation, hereinafter referred to as the "Corporation," files these Articles of Amendment.

1. Article FIRST of the Articles of Incorporation of Corporation is amended to read as follows:

**ARTICLE I**

**Name**

The name of the corporation is: **ITS HOLDINGS, INC.**

2. The Board of Directors recommended the above amendment to the shareholders at a meeting held on June 3, 1997. The above amendment was adopted and approved by the shareholders of the Corporation at a duly called and noticed meeting held on June 4, 1997, at which the number of votes cast for the amendment by the Shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned, as President of the Corporation, has executed these Articles of Amendment as of June 12, 1997.

  
Claire Weintraub-Ceballos, President

Prepared by:  
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