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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

NETtel Corporation

☐ Profit	☒ Amendment	☐ Merger
☐ Nonprofit		
☐ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
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DEPARTMENT OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

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07/18/00

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NETTEL CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, NETtel Corporation (the "Corporation") adopts the following Articles of Amendment to the Articles of Incorporation:

- I. The name of the corporation is NETtel Corporation
- II. Article numbered Third of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:
 1. The aggregate number of shares of all classes of shares which the corporation shall have authority to issue is 1,100,000, consisting of (a) 100,000 shares of Preferred Shares ("Preferred Shares"), par value \$0.01; and (b) 1,000,000 shares of Common Shares ("Common Shares"), par value \$0.01.
- III. Article numbered Fifth of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:
 1. The Board of Directors is hereby expressly authorized, by resolution or resolutions from time to time adopted, to provide, out of the unissued shares of Preferred Shares, for the issuance of serial Preferred Shares. Before any shares of any such series are issued, the Board of Directors shall fix and state, and hereby is expressly empowered to fix, by resolution or resolutions, the designations, preferences, and relative, participating, optional or other special rights of the shares of each such series, and the qualifications, limitations or restrictions thereon, including but not limited to, determination of any of the following:
 - (a) the designation of such series, the number of shares to constitute such series and the stated value thereof if different from the par value thereof;
 - (b) whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights, which may be full or limited;

(c) the dividends, if any, payable on such series and at what rates, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any shares of stock of any other class or any other series of this class;

(d) whether the shares of such series shall be subject to redemption by the corporation, and, if so, prices and other terms and conditions of such redemption;

(e) the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up of, or upon any distribution of the assets of, the corporation;

(f) whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and other terms and provisions relative to the operation thereof;

(g) whether the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or any other series of this class or any other class or classes of securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of conversion or exchange;

(h) the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the taking of other distributions on, and upon the purchase, redemption or other acquisition by the corporation of, the Common Shares or shares of stock of any other class or any other series of this class;

(i) the conditions or restrictions, if any, upon the creation of indebtedness of the corporation or upon the issue of any additional shares, including additional shares of such series or any other series of this class or of any other class; and

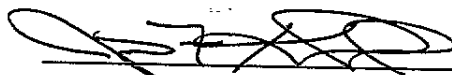
(j) any other powers, preferences and relative, participating, optional and other special rights and any qualifications, limitations and restrictions thereof.

The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Shares, and the qualifications, limitations or restrictions thereof,

if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Shares shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the date from which dividends thereof shall be cumulative. The Board of Directors may increase the number of shares of the Preferred Shares designated for any existing series by a resolution adding to such series authorized and unissued shares of the Preferred Shares not designated for any other series. The Board of Directors may decrease the number of shares of Preferred Shares designated for any existing series by a resolution, subtracting from such series unissued shares of the Preferred Shares designated for such series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Shares.

- IV. The foregoing amendments to the Articles of Incorporation have been duly approved by the Board of Directors.
- V. The foregoing amendments to the Articles of Incorporation were adopted on July 17, 2000.
- VI. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated: July 17, 2000.


James F. Kenefick, President