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February 16, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Second Articles of Amendment to Articles of Incorporation of Internet
Communications Network Corp.
Our File: 5081.1000

Dear Sir/Madam:

Enclosed is an original and a duplicate of the Second Articles of Amendment to Articles of Incorporation regarding the above-referenced corporation.

The original is to be filed in your office and the copy certified and returned to this office in the self-addressed stamped envelope provided herein. I am also enclosing a check in the amount of \$87.50 representing the filing and certified copy fee.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,

Hlene Ratner
Hlene Ratner,
Legal Assistant

cc: Ronald N. Rosenwasser
Enc.

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**SECOND ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTERNET COMMUNICATION NETWORK CORP.**

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

- I. The name of the corporation is the INTERNET COMMUNICATION NETWORK CORP. which was incorporated on January 12, 1996, under document number P9600004840.
- II. Article III of the Articles of Incorporation is hereby deleted in its entirety and amended to read as follows:

"Article III

A. This corporation is authorized to issue Fifty Million (50,000,000) shares of \$.001 par value voting common stock, designated "Class A common stock".

B. Each share of the corporation's common stock outstanding prior to October 1, 1997, is reclassified into one share of Class A common stock as of November 26, 1997.

C. Upon a designated change in control (defined below), the corporation must immediately redeem from all holders (other than the control person as defined below) of Class A common stock all of their shares of such stock then outstanding, and the holders of such shares must tender their shares in exchange for payment from the corporation. Failure to so tender the shares will result in them being canceled on the books of the corporation upon the corporation's tender of payment therefor. The redemption price per share must be equal to the average price per share the control person has paid for its then most recently acquired shares of Class A common stock constituting 10% of the outstanding shares of Class A common stock as of the date of the designated change in control. The control person and all persons from whom it acquires any shares must cooperate with the corporation in providing information on price and purchase dates as necessary for the corporation to determine the required redemption price. Notwithstanding the foregoing, the corporation must redeem shares only if the control person has not itself acquired all of the shares in the corporation outstanding as of the date of the designated change in control. Until all redemption payments required (if any) are made in full, the corporation is not permitted to make payments for any other expenses or expenditures for any reason.

For purposes of this section, (i) a "designated change in control" means that any person has acquired at least 75% of the then outstanding shares of Class A common stock (the "control person"). Such acquisition may occur in a single or series of related or unrelated transactions, and regardless of whether such shares are acquired from other shareholders or from the corporation, or from both; (ii) "person" means any individual, corporation, trust, partnership or other entity, and the affiliates of such person; (iii) "affiliate" means, when used with reference to any specified person, (a) any person that directly or indirectly through one or more intermediaries controls or is controlled by, or is under

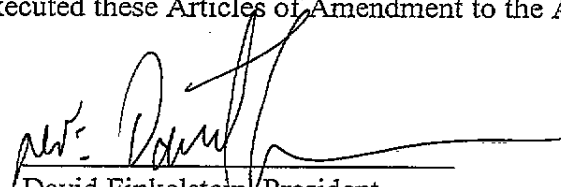
common control with, the specified person, (b) any person which is an officer, director, general partner or trustee of, or serves in a similar capacity with respect to, the specified person, (c) any person which directly or indirectly is the beneficial owner of five percent (5%) or more of any class of equity securities of, or otherwise has a substantial beneficial interest in, the specified person, or of which the specified person is directly or indirectly the owner of five percent (5%) or more of any class of equity securities or in which the specified person has a substantial beneficial interest, (d) any relative or spouse of the specified person, or (e) any trust created by the specified person for the benefit of such person's spouse or children; and (iv) "control" and "controlled" have the meanings provided them under Rule 12(b)-2 promulgated under the Securities and Exchange Act of 1934, as amended.

Notwithstanding anything to the contrary, except for amounts the corporation owes (if any) to redeem shares of common stock, the terms of this Section E. will expire immediately upon the date the Securities Exchange Commission declares the corporation's registration statement effective for an initial public offering, if any, of the corporation's Class A common stock, under the Securities Act of 1933, as amended.

The terms of this Section E. may not be modified except by vote of the holders of at least 80% of the outstanding shares of Class A common stock."

III. The foregoing amendment was adopted by the Shareholders and Directors on December 31, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 31th day of December, 1997.


David Finkelstein, President