

P97000004369

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BASIC AMENDMENT
PHON-NET CORPORATION

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Amendment
04/15/99 DC

Thursday, April 15, 1999

11:36 AM

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHON-NET CORPORATION**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of PHON-NET CORPORATION, a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P97000004369, does hereby certify:

First: That pursuant to written consent of the majority of the Shareholders and all of the Directors of said Corporation on April 9, 1999, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 90,000,000 shares of capital stock, consisting of: (a) 80,000,000 shares of Common Stock having a par value of \$.001 per share, and (b) 10,000,000 shares of Preferred Stock, having a par value of \$.01 per share. Shareholders of the Corporation shall not be entitled to pre-emptive rights and shall not be entitled to cumulative voting rights.

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The Preferred Stock may be issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given*:

The foregoing amendment was adopted, pursuant to the Florida Business Corporation Act, by all of the Directors and a majority of the Shareholders of the Common Stock of the Corporation, which shares consenting and voted represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote, pursuant to written consent dated April 9, 1999. Therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of April 14, 1999.

PHON-NET CORPORATION

By: 
Brian Collins, President

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