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LAW OFFICES OF JACK MARTIN COE
The Law Center - Suite 6
370 Minorca Avenue
Coral Gables, Florida 33134

JACK MARTIN COE
OF COUNSEL
ROBERT A. BRANDT

TEL: (305)445-3200
FAX: (305) 445-0733
E-MAIL: COEJACK@Bellsouth.NET
WWW.LAWYERS.COM/COEJACK

May 26, 2000

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/01/00--01085--011
*****70.00 *****35.00

RE: Articles of Amendment to the Articles of Incorporation of
Voice Plus, Incorporated

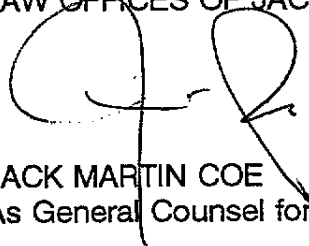
Dear Sir/Madam:

Enclosed, please find Articles of Amendment of Voice Plus, Inc., a Florida corporation, as well as our check in the amount of \$70.00 as a filing fee for said articles.

If you have any questions, please contact me at the above address.

Very truly yours,

LAW OFFICES OF JACK MARTIN COE



JACK MARTIN COE
As General Counsel for the Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN - 1 AM 10: 57

FILED

JMC:lt
Enclosure
cc: Rolf Rudestam, President

Amend
S. Payne
6/15/00

FILED

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF VOICE PLUS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the revisions of Section §607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

AMENDMENT ADOPTED:

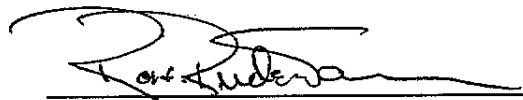
Article III of the Articles of Incorporation be amended to read in it's entirety as follows:

"This corporation is authorized to issue ten million shares at one mil (\$.001) par value common stock, which shall be designated as "common shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof as a just valuation to be fixed by the Board of Directors."

This amendment was adopted on March 18, 1999.

The amendment was recommended by the Board of Directors and was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 28TH day of April, 2000.



ROLF C. RUDESTAM,
President

FILED

00 JUN -1 AM 10: 57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA