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JACK MARTIN COE
OF COUNSEL
ROBERT A. BRANDT

May 26, 2000

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*****70.00 *****35.00

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

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 Corpora

JMC:lt
Enclosure
cc: Rolf Rudestam, President

SECRETARY
TALLAHASSEE, FL

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

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

AMENDMENT ADOPTED:

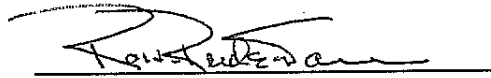
Article VIII of the Articles of Incorporation be amended to read in it's entirety as follows:

This corporation shall have seven (7) Directors.

This amendment was adopted on April 2, 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 18th day of May, 2000.


ROLF C. RUDESTAM,
President

7 Directors: David Slachter, Hy Ash, Steve Kringold, Stuart Sutta, Rolf Rudestam, Brad Bellly, William Spiro.

Address:
12515 North Kendall Drive
Suite 200
Miami, Florida 33186

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA