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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

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P1

REFERENCE : 290489 5021572

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : March 12, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 290489-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
Grocock Loftis & Abramson
Suite 200
126 East Jefferson Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: TEL-COM WIRELESS CABLE TV CORPORATION

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

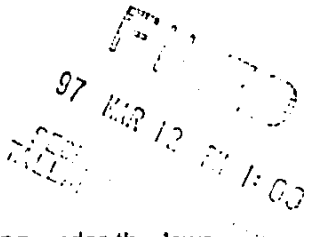
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97 MAR 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

N. HENDRICKS MAR 13 1997

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
TEL-COM WIRELESS CABLE TV CORPORATION



Tel-Com Wireless Cable TV Corporation, a corporation existing under the laws of the State of Florida, pursuant to Section 607.0602 of the Florida Business Corporation Act, hereby amends it Articles of Incorporation as follows:

1. Article IV of the Articles of Incorporation is hereby amended to add a new Section 4 to read as follows:

4. Series B Preferred Stock. The corporation hereby designates 1,500 shares of its authorized but unissued Preferred Stock as Series B Convertible Preferred Stock ("Series B Preferred Stock"), which Series B Preferred Stock shall have the following terms, preferences, limitations and relative rights:

(a) Voting. The Series B Preferred Stock shall be nonvoting, and the holders thereof shall not be entitled to vote on any issue coming before the shareholders of the corporation, except that the holders of record of shares of Series B Preferred Stock shall be entitled to vote, as a class, by a vote of the holders of a majority of the outstanding shares of Series B Preferred Stock, to elect one (1) member to the Board of Directors of the Corporation. The provisions of this Section 4(a) of this Article IV may not be amended without the affirmative vote of the holders of Series B Preferred Stock holding at least seventy five percent (75%) of the total shares of Series B Preferred Stock issued and outstanding at the time of such vote.

(b) Dividends. Each holder of record of shares of Series B Preferred Stock shall be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefor. Dividends declared on Series B Preferred Stock shall not be paid in preference to any dividends on Common Stock.

(c) Conversion. Each share of Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance ("Issue Date") of such share at the office of the corporation or any transfer agent for such stock, into shares of the corporation's Common Stock at the conversion rate set forth in subsection 4(c)(i) below ("Conversion Rate"). All declared but unpaid dividends on each share of Series B Preferred Stock at the time of conversion shall, at the option of the holder thereof, be paid in full in cash on the conversion date. Before any holder of shares of Series B Preferred Stock shall be entitled to convert the same into shares of Common Stock pursuant to this subsection 4(c), such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the corporation or any transfer agent for

such stock, and shall give written notice to the corporation at such office that he elects to convert the same. The corporation shall, as soon as practicable thereafter (but in no event later than five (5) days) and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the certificate(s) for the shares of Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(i) Conversion Rate. The number of shares of Common Stock issuable upon conversion of each share of Series B Preferred Stock into Common Stock of the corporation shall be equal to $1,000 divided by the lesser of (a) an amount equal to sixty-five percent (65%) of the average of the closing "bid" price as quoted in the Over-The-Counter Market Summary for the corporation's Common Stock for the five (5) trading days prior to the effective date of the conversion, or (b) One Dollar ($1.00). Fractional shares shall be treated as set forth in subsection 4(c)(vii).

(ii) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reorganization or any reclassification of the capital stock of the corporation, any consolidation or merger of the corporation with or into another corporation or corporations, or the conveyance of all or substantially all of the assets of the corporation to another corporation, the Conversion Rate for Series B Preferred Stock then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that Series B Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock which the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of Series B Preferred Stock immediately before such event; and, in any such case, appropriate adjustment (as determined by the Board) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of Series B Preferred Stock, to the end that the provisions set forth herein shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of Series B Preferred Stock.

(iii) No Impairment. The corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the

observance or performance of any of the terms to be observed or performed hereunder by the corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4(c) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series B Preferred Stock against impairment.

(iv) Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the corporation shall mail to each holder of Series B Preferred Stock at least ten (10) days prior to the date specified therein a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, and the amount and character of such dividend, distribution, security or right.

(v) Issue Taxes. The corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series B Preferred Stock pursuant hereto; provided, however, that the corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(vi) Reservation of Stock Issuable Upon Conversion or Exchange. The corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series B Preferred Stock, the corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(vii) Fractional Shares. No fractional share shall be issued upon the conversion or exchange of any share or shares of Series B Preferred Stock. All shares of Common Stock (including fractions thereof) issuable upon conversion of a holder's Series B Preferred Stock shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a

share of Common Stock, the corporation shall, in lieu of issuing any fractional share, round each fractional share to the nearest whole share.

(d) Notices. Any notice required by the provisions of Section 4(c) to be given to the holders of shares of Series B Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of the corporation. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this Section 4(d) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the corporation.

(e) Liquidation. The holders of record of shares of Series B Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the corporation, One Thousand Dollars ($1,000) per share plus the amount of all dividends declared and unpaid with respect to the Series B Preferred Stock as of the date thereof ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the corporation are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series B Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the corporation been sufficient to make such payments in full. The holders of record of Series B Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

2. The foregoing Amendment was adopted on February 20, 1997, by the unanimous written consent of the Board of Directors of the corporation pursuant to Section 607.0821 of the Florida Business Corporation Act. Pursuant to Section 607.0602 of the Florida Business Corporation Act, no approval of the amendment was required by the shareholders of the corporation.

3. Except as modified hereby, the Articles of Incorporation of the corporation remain in full force and effect.

Dated this 20th day of February, 1997.

TEL-COM WIRELESS CABLE TV CORPORATION

By: _____
Fernand L. Duquette, President, Dir.

TCC/Series B profsltcordes