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660 East Jefferson Street

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CORPORATION(S) NAME

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OneTel Corporation

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| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
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**ARTICLES OF AMENDMENT
OF
ONETEL CORPORATION**

(By vote of the Shareholders)

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Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment.

FIRST: The name of the corporation is Onetel Corporation.

SECOND: The Articles of Incorporation of this corporation are amended by changing the Article numbered "1" so that, as amended, said Article shall read as follows:

The name of the corporation is Optimal Telecom Corporation.

THIRD: The Amendment to the Articles of Incorporation of the corporation set forth above was adopted on the 19 day of February, 1998.

FOURTH: The Amendment was approved by the Shareholders of the corporation. The number of votes cast for the Amendment by the Shareholders was sufficient for approval [and two or more designated voting groups were entitled to vote on the Amendment as follows]:

Voting Group Designation

<u>Class</u>	No. of Shares Entitled to Vote	No. of Shares Voted in Favor	No. of Shares Voted Against
Common Stock	12,000	12,000	0

The number of votes cast for the Amendment by the Shareholders in each voting group was sufficient for approval by that voting group.

Signed this 19 day of February, 1998

ONETEL CORPORATION

By: _____

Ian Cordell
Chairman and President



Denise R. Huddleston
My Commission CC575435
Expires Aug. 08, 2000

Denise R. Huddleston 2/19/98