

P97000004369

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000008862 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 922 4000  
From: Account Name : ATLAS, PEARLMAN, TROP & RORCKSON, P.A. *mpm*  
Account Number : 076247002423  
Phone : (954) 763-1200  
Fax Number : (954) 766-7800

BASIC AMENDMENT  
PHON-NET CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

RECEIVED  
99 APR 15 PM 12:36  
DIVISION OF CORPORATIONS

FILED  
99 APR 15 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

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

99 APR 15 PM 3:55

**FILED**

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.

Steven I. Weinberger, Esq., FL Bar #0135585  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 E Las Olas Blvd., Suite 1800  
FL Lauderdale, FL 33301  
(954) 763-1200

H99000008862 7

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

H99000008862 7