

Ocius Communications, Inc.

INTEGRATING COMMUNICATIONS AND INTERNET TECHNOLOGIES FOR THE NEW MILLENNIUM

P99000106984

435 Douglas Ave. Suites 2105 & 2005
Altamonte Springs, FL 32714
Voice: 407-772-2100 Fax: 407-772-2105

October 3, 2000

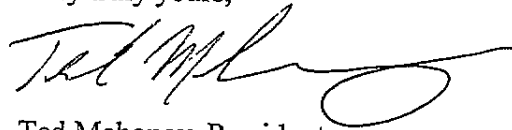
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed are the Articles of Amendment to the Articles of Incorporation of Ocius Communications, Inc.
Inc., a Florida for profit Corporation. If any other information is needed please contact us at the
above named address or telephone number. Thank you for any considerations.

Very truly yours,



Ted Mahoney, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
5/28 10-11-00
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Ocius Communications, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE FOUR – RESOLVED, that the corporation's Articles of Incorporation be amended so as to separate the authorized shares of the Corporation into two separate classes. The first, consisting of twenty five million, six hundred thousand (25,600,000) shares, shall be designated "Class A Common" stock. The second, consisting of seventy four million, four hundred thousand (74,400,000) shares, shall be designated "Class B Common" stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption Feb 3, 2000

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendment(s) was/were approved by the shareholders. The number of votes Cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled To vote separately on the amendment(s):

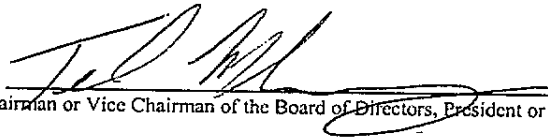
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

X The amendment(s) was/were adopted by the board of directors without shareholder Action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action And shareholder action was not required.

Signed this 3rd day of February, 2000.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Ted Mahoney
Typed or Printed Name

President/Director
Title

MINUTES OF THE CALLED MEETING OF DIRECTORS OF
DIGICOMMDSL.NET, INC. / *OCIUS communications, Inc.*

A called meeting of the Board of Directors of DigiCommDSL.net, Inc. was held on the date, time and at a place set forth in the written Waiver of Notice signed by the directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the Chairman.

The Treasurer presented a report regarding the potential division of the Corporation's authorized shares into classes. The Treasurer was informed by counsel that the division of the Corporation's shares into classes would require that an amendment be made to the Corporation's Articles of Incorporation and that said amendment must be filed with the office of the Secretary of State of Florida.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Corporation's Articles of Incorporation be amended so as to separate the authorized shares of the Corporation into two separate classes. The first, consisting of 25.6 million shares, shall be designated "Class A Common" stock. The second, consisting of 74.4 million shares, shall be designated "Class B Common" stock.

Board members were in agreement that Class A stock should be afforded enhanced rights. The Treasurer was directed to prepare a proposed designation of rights by stock class for presentation to the board at a subsequent meeting.

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Corporation shall cause to be incorporated DigiComm Acquisition Corporation, to be a wholly-owned subsidiary of the Corporation:

BE IT FURTHER RESOLVED that the board of directors of the Corporation shall also serve as the newly created subsidiary;

BE IT FURTHER RESOLVED that the officers of the Corporation shall serve in the same capacity for the subsidiary;

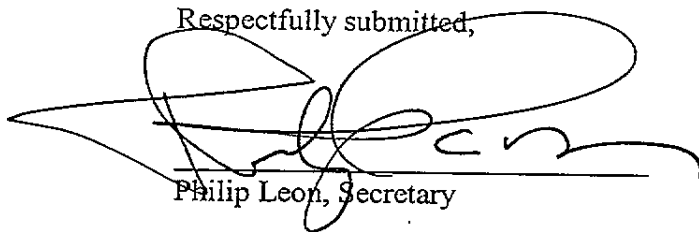
Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, That 100 shares of Class A stock be issued to each of the following in consideration of past services performed on behalf of the Corporation:

Ted Mahoney
Philip Leon
Patrick Downs

There being no further business before the meeting, the same was, on motion,
duly adjourned.

Respectfully submitted,

A large, stylized handwritten signature in black ink, appearing to read 'Philip Leon', written over a horizontal line.

Philip Leon, Secretary

Dated: Feb 3, 2000