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ADAMS AND REESE LLP

August 4, 1999

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Attorneys at Law**

Baton Rouge  
Houston  
Jackson  
Mobile  
New Orleans  
Washington, DC

**Nicolas S. DuFour**

Also admitted in Quebec  
(504) 585-0410  
dufourns@arlaw.com

Re: UniversalCom, Inc.

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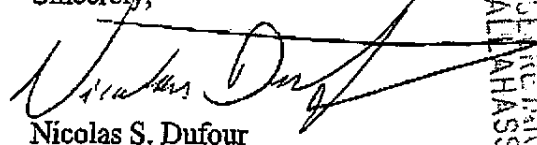
-08/06/99-01066-006

\*\*\*\*\*43.75 \*\*\*\*\*43.75

To Whom it May Concern:

We enclose and file the Articles of Amendment of UniversalCom, Inc. Please return to us one certified copy. We enclose a check for \$43.75 in payment of the filing and certification fees.

Sincerely,

  
Nicolas S. Dufour

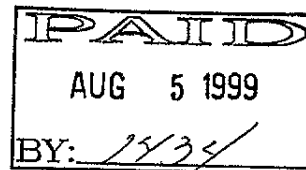
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Enclosure

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Amend  
8-11-99  
VHS



FILED

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
UNIVERSALCOM, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, UniversalCom, Inc., adopts the following Articles of Amendment to its Articles of Incorporation:

Article IV is amended in its entirety to read as follows:

ARTICLE IV - CAPITAL STOCK

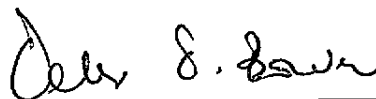
This corporation is authorized to issue One Thousand Five Hundred (1,500) shares of common stock having a par value of 1 Cent (1¢) per share.

The date of adoption of these Articles of Amendment was August 5, 1999.

These Articles of Amendment were adopted by the written consent of the holders of all of the outstanding shares of stock of the corporation which was sufficient for approval of same.

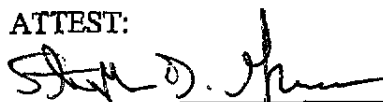
UNIVERSALCOM, INC.

By:



Peter T. Bower, President

ATTEST:



Stephen D. Greene, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Okaloosa

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgment, appeared PETER T. BOWER AND STEPHEN D. GREENE, personally known to me to be the persons who are described in and who executed the foregoing Articles of Amendment to the Articles of Incorporation as President and Secretary, respectively, and they acknowledged before me that they executed the same for the purpose therein expressed.

Sworn to and subscribed  
before me this 5th day of  
August, 1999.

Sharon L. Schupp  
NOTARY PUBLIC

My commission expires: 10/15/02



SHARON L. SCHUPP  
COMMISSION # CC772328  
EXPIRES OCT 15, 2002  
BONDED THROUGH  
ADVANTAGE NOTARY