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ACCOUNT NO. : 072100000032

REFERENCE : 754052 4350380

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 35

ORDER DATE : July 5, 2000

ORDER TIME : 10:17 AM

ORDER NO. : 754052-035

000003322090--6

CUSTOMER NO: 4350380

CUSTOMER: Ms. Robin Levine
Dorsey & Whitney
Suite 300 South
1001 Pennsylvania Avenue, N.w.
Washington, DC 20004

FOREIGN FILINGS

NAME: SGFS, INC. OF DELAWARE, INC.

 PROFIT XX CORPORATE
 NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse

FILED
00 JUL 13 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUL 13 AM 11:35
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NIC
Amel
7/13/00

**APPLICATION BY FOREIGN CORPORATION TO
FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED

80 JUL 13 PM 1:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**SECTION I (1-3 must be completed)**

1. Name of corporation as it appears within the records of the Department of State.

SGFS, Inc., d/b/a SGFS, Inc. of Delaware

2. Incorporated under laws of: **Delaware**

3. Date authorized to do business in Florida: **March 24, 2000**

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changed the name of the corporation, when the change effected under the laws of its jurisdiction of incorporation?

July 11, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

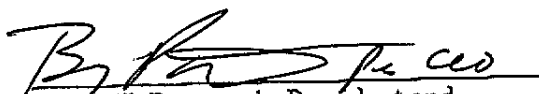
SG FIBER CO.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction

N/A


Barry H. Pasternak, President and
Chief Executive Officer

July 10, 2000

Date

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

SGFS, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of SGFS, Inc. be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

The name of this corporation is SG Fiber Co.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said SGFS, Inc. has caused this certificate to be signed by Barry H. Pasternak, its President and C.E.O., this 10th day of July 2000.

SGFS, INC.

By: 

Barry H. Pasternak, President and C.E.O.

**UNANIMOUS CONSENT OF DIRECTORS
PROPOSING AND DECLARING ADVISABLE
AN AMENDMENT OF THE
CERTIFICATE OF INCORPORATION
OF
SGFS, INC.**

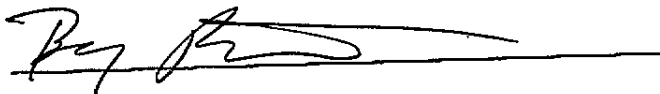
WE, THE UNDERSIGNED, being all the members of the board of directors of SGFS, Inc., a corporation organized and existing under the laws of the State of Delaware, DO HEREBY, pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware, propose and declare advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of SGFS, Inc. be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

The name of this corporation is SG Fiber Co.

and hereby authorize the proper officers of this corporation, if the stockholders adopt said amendment, to file the necessary certificate effecting said amendment with the Secretary of State of Delaware and to file with the proper state official of any state in which this corporation is authorized to do business as a foreign corporation such evidence of said amendment and/or any other instrument as may be required by the laws of such state.

WITNESS our hands this 10th day of July, 2000.



Barry H. Pasternak



Carol Pasternak

**UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF THE STOCKHOLDERS OF
SGFS, INC.**

The undersigned, being the owners of not less than a majority of the voting stock of SGFS, Inc., a Delaware corporation, does hereby approve, ratify and confirm by written consent in lieu of a meeting the following resolutions:

WHEREAS the Board of Directors has adopted a resolution declaring the advisability of an amendment to the Certificate of Incorporation of SGFS, Inc.;

WHEREAS, the shareholders of the Corporation desire to amend the Certificate as advised by the Board or Directors, it is

RESOLVED, the Certificate of Incorporation of SGFS, Inc. be amended as follows:

ARTICLE I

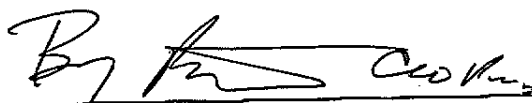
The name of this corporation is SG Fiber Co.

FURTHER RESOLVED, that the President is authorized and directed to file the amendment with the Secretary of State of the State of Delaware and in connection therewith make such certificates and acknowledgements as they may deem advisable.

SUNGLOBE FIBER SYSTEMS CORPORATION

DATE: July 10, 2000

By:


Barry Pasternak, President and C.E.O.

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SGFS, INC.", FILED A
CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SG FIBER CO.",
THE ELEVENTH DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

3187401 8320

001351251

AUTHENTICATION: 0552969

DATE: 07-12-00