



F94000004553

January 7, 1998

Florida Department of State
Amendment Section
Division of Corporations, Attn: Louise
Post Office Box 6327
Tallahassee, FL 32314

Dear Louise:

600002408326--7
-01/22/98--01025--023
****210.00 *****35.00

Pursuant to your instructions, I have enclosed the following documents for **Intelnet International Corp.**

**Application By Foreign Profit Corporation to File Amendment to
Application for Authorization to Transact Business in Florida
and a \$35.00 filing fee.**

One Original Amended and Restated Certificate of Incorporation,
(please note name change under first item.)

**Application by Foreign Corporation for Withdrawal of Authority
to Transact Business or Conduct Affairs in Florida and a \$35.00 filing
fee for each of the following corporations:**

**Associated Business Telephone Systems Corp., a New Jersey Corporation
A.B.T.S. International Corp., a New Jersey Corporation
Intelemedia N.A., Inc., a Delaware Corporation
Intelecable N.A., Inc., a Delaware Corporation
Intelepower N.A., Inc., a Delaware Corporation**

Enclosed please find a check in the amount of \$210.00 to cover the filing fees.

Please return a date stamped copy of this letter for our records. A self-addressed stamped envelope is supplied for this purpose. Thank you for your assistance in this matter.

Sincerely,

Beatrice M. Hagy

Beatrice M. Hagy
Special Services

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corporat\intint\flsdoc.doc

CORAPNC

Name Change

KFT

1-16-98

**FILED
98 JAN 15 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "INTELNET SERVICES OF NORTH AMERICA, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF OCTOBER, A.D. 1997, AT 1:01 O'CLOCK P.M.

FILED
98 JAN 15 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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971421563

AUTHENTICATION: 8846361

DATE: 01-03-98

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INTELNET SERVICES OF NORTH AMERICA, INC.**

THE UNDERSIGNED does hereby certify that Intelnet Services of North America, Inc. (the "Corporation") originally was incorporated in the State of Delaware on June 29, 1994, and that this Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245, and written consent of shareholders has been received and written notice has been given as provided by Section 228, of the General Corporation Law of Delaware:

FIRST: The name of the Corporation is Intelnet International Corp.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company, in the County of New Castle.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation is to have perpetual existence.

FIFTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be Sixty Million (60,000,000) shares of which (i) Fifty Million (50,000,000) shares shall be Common Stock, one cent par value, and (ii) Ten Million (10,000,000) shares shall be Preferred Stock, one cent par value. The Common Stock has one vote per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation hereby is authorized to designate the number of shares to be included in each such series of Preferred Stock and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereto, including but not limited to the fixing or alteration of the dividend rights, dividend rate or rates,

conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock, or any of them, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding, and in case the number of shares of any series shall be so decreased, the shares removed from such series by such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

SIXTH: On the effective date of this Amended and Restated Certificate of Incorporation, each share of Common Stock, of the Corporation issued and outstanding or held in the treasury of the Corporation is hereby reclassified and changed without further action into 10,000 fully paid and nonassessable shares of Common Stock, one cent par value, of the Corporation and each holder of record of a certificate for one or more shares of Common Stock of the Corporation on such date shall be entitled to receive, as soon as practicable, upon surrender of such certificate or certificates, a certificate representing 10,000 shares of Common Stock for each share of Common Stock, one cent par value, represented by the certificate or certificates of such holder.

SEVENTH: The following provisions are included for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its Board of Directors and stockholders:

(i) The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to any limitation thereof contained in the Bylaws. The stockholders also shall have the power to adopt, amend or repeal the Bylaws of the Corporation; *provided, however*, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Corporation.

(ii) Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

(iii) Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. Special meetings of stockholders may be called at any time only by the President, the Chairman of the Board of Directors of the Corporation (if any) or a majority of the Board of

Directors of the Corporation. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes set forth in the notice of such special meeting.

(iv) The Board of Directors of the Corporation, when evaluating any offer of another party (a) to make a tender or exchange offer for any equity security of the Corporation or (b) to effect a business combination, shall, in connection with the exercise of its judgment in determining what is in the best interests of the Corporation as a whole, be authorized to give due consideration to any such factors as the Board of Directors of the Corporation determines to be relevant, including, without limitation:

(1) the interests of the Corporation's stockholders, including the possibility that these interests might be best served by the continued independence of the Corporation;

(2) whether the proposed transaction might violate federal or state laws;

(3) not only the consideration being offered in the proposed transaction, in relation to the then current market price for the outstanding capital stock of the Corporation, but also to the market price for the capital stock of the Corporation over a period of years, the estimated price that might be achieved in a negotiated sale of the Corporation as a whole or in part or through orderly liquidation, the premiums over market price for the securities of other corporations in similar transactions, current political, economic and other factors bearing on securities prices and the Corporation's financial condition and future prospects; and

(4) the social, legal and economic effects upon employees, suppliers, customers, creditors and others having similar relationships with the Corporation, upon the communities in which the Corporation conducts its business and upon the economy of the state, region and nation.

In connection with any such evaluation, the Board of Directors of the Corporation is authorized to conduct such investigations and engage in such legal proceedings as the Board of Directors of the Corporation may determine.

(v) The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

(vi) In addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Amended and Restated Certificate of Incorporation, the affirmative vote of the holders of at least fifty-one percent (51%) of the voting power of all of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to amend any provision of Articles SEVENTH or EIGHTH of this Amended and Restated Certificate of Incorporation.

EIGHTH: A director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph nor the adoption of any provision of the Certificate of Incorporation inconsistent with this paragraph shall eliminate or reduce the effect of this paragraph in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of Intelnet Services of North America, Inc., has set his hand and affixed the seal of Intelnet Services of North America, Inc. on this 14th day of October, 1997 and hereby affirms and acknowledges, under penalties of perjury, that the foregoing instrument is the act and deed of the Corporation and that the facts stated herein are true.



President and Secretary
Dominic A. Dalia

[Seal]