

# Telephonetics<sup>®</sup>

S.A. OVERSEAS CORPORATION

AUDIO INFORMATION SYSTEMS

te-le-pho-ne-tics/  
tel-e-fe-net-iks/n:  
the production  
of speech sounds  
over a distance

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

May 18, 1998

Dear Sirs

Enclosed you will find the application for a name change along with the Certificate of Amendment from the State of Delaware and a check in the amount of \$96.25 to cover the fees.

Our address is:

Telephonetics Overseas Corporation  
4330 N.W. 207<sup>th</sup> Drive  
Miami, FL 33055

Contact: Vivian Manevich  
Ph: (305) 620-2577

800002530298--7  
-05/20/98--01073--006  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Please contact us if you need additional information.

Sincerely,

*Vivian Manevich*  
Vivian Manevich  
President

98 JUL -8 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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+9600000579  
22800001289  
Cert of sta  
Cert Copy  
7-8-98*

4330 N.W. 207th Drive • Miami, Florida 33055 • Telephone 305-620-2577 • FAX 305-620-4041

"Professionally Speaking...  
We're Telephonetics

e-mail: [toc@cofs.com](mailto:toc@cofs.com) • [www.telephonetics.com](http://www.telephonetics.com)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 4, 1998

VIVIAN MANEVICH  
4330 N.W. 207TH DRIVE  
MIAMI, FL 33055

SUBJECT: TELEPHONETICS OVERSEAS CORPORATION OF FLORIDA  
Ref. Number: F96000005765

We have received your document for TELEPHONETICS OVERSEAS CORPORATION OF FLORIDA and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 398A00031718

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. TELEPHONETICS OVERSEAS CORPORATION

Name of corporation as it appears on the records of the Department of State.

2. DELAWARE

Incorporated under laws of

3. 10/18/98

Date authorized to do business in Florida

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL -8 AM 10:44

APPROVED  
AND  
FILED

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5/4/98

5. GLOBAL TRANSMEDIA COMMUNICATIONS CORPORATION

Name of corporation after the amendment, adding suffix "corporation" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. The name cannot contain the word "company" or its abbreviation "Co."

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

\_\_\_\_\_  
New Duration

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

\_\_\_\_\_  
New Jurisdiction

Vivian Manevich  
Signature

5/18/98

Date

VIVIAN MANEVICH  
Typed or printed name

PRESIDENT  
Title

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 CERTIFICATE OF AMENDMENT OF "TELEPHONETICS OVERSEAS CORPORATION", CHANGING ITS NAME FROM "TELEPHONETICS OVERSEAS CORPORATION" TO "GLOBAL TRANSMEDIA COMMUNICATIONS CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M. \_ \_



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2671691 8100

981233385

AUTHENTICATION: 9155176

DATE: 06-23-98

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

Telephonetics Overseas Corporation

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

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Telephonetics Overseas Corporation

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of the corporation is  
Global Transmedia Communications Corporation

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Telephonetics Overseas Corporation  
has caused this certificate to be signed by  
Vivian Manevich

\_\_\_\_\_, an Authorized Officer,  
this 1st day of May, 19 98

By: Vivian Manevich  
Authorized Officer

Name: Vivian Manevich

Print or Type

Title President