



THE UNITED STATES  
CORPORATION  
COMPANY

F97000001628

9  
DEC 15 AM 8:50  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 061262 5049588

AUTHORIZATION : Patricia Pijut

COST LIMIT : \$ 43.75

ORDER DATE : December 10, 1998

ORDER TIME : 1:49 PM

ORDER NO. : 061262-095

CUSTOMER NO: 5049588

CUSTOMER: Mr. Dale R. Deforge  
National Telephone &  
2801 Main Street

Irvine, CA 92614

Name  
Change  
Amend  
200002713782--5

FOREIGN FILINGS

NAME: NATIONAL TELEPHONE &  
COMMUNICATIONS, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

FOR

# 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.)

FILED  
DEC 15 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### SECTION I


(1-3 must be completed)

1. NATIONAL TELEPHONE & COMMUNICATIONS, INC.  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under the laws of
3. 3/31/97  
Date authorized to do business in Florida

### 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? 11/19/98
5. INCOMNET COMMUNICATIONS CORPORATION  
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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

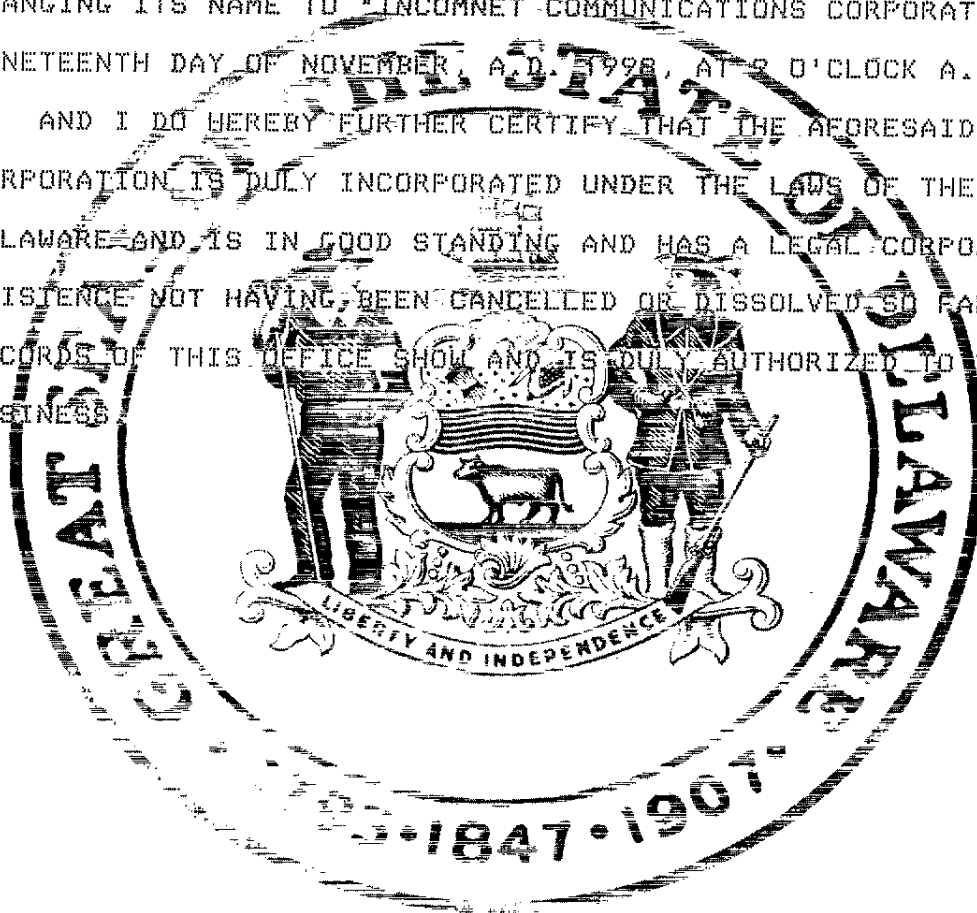
  
Signature  
Denis Richard  
Typed or printed name

12/9/97  
Date  
President  
Title

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NATIONAL TELEPHONE & COMMUNICATIONS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "INCOMNET COMMUNICATIONS CORPORATION", THE NINETEENTH DAY OF NOVEMBER, A.D. 1998, AT 2 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



2727472 8320

981480520

*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

9460241

DATE:

12-14-98