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FILED
00 DEC 27 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEND & ELLINGSON, P.A.

St. Paul Building, Suite 700
Six West Fifth Street
St. Paul, MN 55102-1420

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

400003514384-7
-12/27/00-01058-001
****105.00 *****35.00

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

NC
1-8-01
AS

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

(Pursuant to s. 607.1504, F.S.)

SECTION I


1. The London Telecom Group, Corp.
Name of corporation as it appears on the records of the Department of State.
2. Georgia
Incorporated under laws of
3. 04/09/1997
Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/30/99
5. Transworld Group, Corp.
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
- FILED
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TALLAHASSEE, FLORIDA


Signature

John Rakoczy
Typed or printed name

12/26/00
Date

Vice President of Finance
Title

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 003470593
CONTROL NUMBER : K629024
DATE INC/AUTH/FILED: 09/19/1996
JURISDICTION : GEORGIA
PRINT DATE : 12/12/2000
FORM NUMBER : 215

BEND & ELLINGSON, P.A.
RICHARD H. BEND
ST. PAUL BLDG STE 700 SIX WEST FIFTH ST
ST. PAUL, MN 551021420

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

TRANSWORLD GROUP, CORP.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91231419
CONTROL NUMBER: K629024
EFFECTIVE DATE: 04/30/1999
REFERENCE : 0077
PRINT DATE : 05/07/1999
FORM NUMBER : 614

BEND & ELLINGSON, PA
RICHARD H. BEND
STE 700, SIX WEST FIFTH STREET
ST. PAUL, MN 551021420

CERTIFICATE OF RESTATED ARTICLES WITH NAME CHANGE

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

THE LONDON TELECOM GROUP, CORP.
A DOMESTIC PROFIT CORPORATION

have been duly restated and amended and the corporate name changed to

TRANSWORLD GROUP, CORP.

by the filing of articles of restatement in the Office of the Secretary of State and by paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox

Cathy Cox

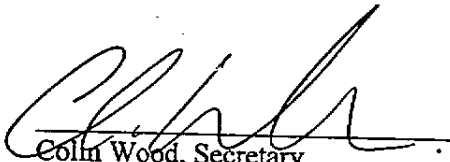
K91230419

**CERTIFICATE REGARDING AMENDED
AND RESTATED ARTICLES OF INCORPORATION
OF
THE LONDON TELECOM GROUP, CORP.**

The undersigned Secretary of The London Telecom Group, Corp. (the "Corporation"), a Georgia corporation, does hereby certify pursuant to O.C.G.A. §§14-2-1006 and 1007 the following:

1. The name of the Corporation is The London Telecom Group, Corp.
2. The Restated Articles of Incorporation of the Corporation contain an amendment to the Articles of Incorporation of the Corporation which requires shareholder approval.
3. The amendments to the Articles of Incorporation are included in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A, and are as follows: Articles I-V of the Articles of Incorporation have been deleted in their entirety and replaced by the new Articles I-V, as designated at Exhibit A.
4. The Amended and Restated Articles of Incorporation were adopted on April 8, 1999.
5. The Amended and Restated Articles of Incorporation were approved by the Shareholders of the Corporation in accordance with O.C.G.A. § 14-2-1003.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate the 8 day of April, 1999.


Colin Wood, Secretary

SECRETARY OF STATE
APR 30 10 25 AM '99
BSR (4)

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE LONDON TELECOM GROUP, CORP.**

1. The name of the corporation is The London Telecom Group, Corp.
2. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

I.

The name of the corporation is Transworld Group, Corp.

II.

Common Stock. The Corporation shall have the authority to issue not more than One Hundred million (100,000,000) shares of common stock of \$0.01 par value per share. The Board of Directors may from time to time distribute to shareholders its assets, in cash or in property, as permitted by applicable law.

Preferred Stock. The aggregate number of preferred shares (referred to in these Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 100,000,000 with a par value of \$100.00 per share. The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and Articles of Amendment shall be filed with the Georgia Secretary of State as required by law to be filed with respect to issuance of Preferred Stock, prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing Articles of Amendment which are effective without shareholder action, to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

- (i) the dividend rate, if any, on shares of such series, the times of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(ii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iii) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(iv) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(v) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(vii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

On May 30, 1997, the Board of Directors adopted resolutions designating 10,000 shares of Preferred Stock as Series A Preferred Stock, and Articles of Amendment were filed with the Secretary of State on June 11, 1997 which amended the Articles of Incorporation by adding the Appendix A, which sets forth the designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of the Series A Preferred Stock to the Articles of Incorporation.

III.

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. All voting shareholders of record who did not participate in taking the action shall be given written notice of the action not more than ten (10) days after the taking of action without a meeting. An action by less than unanimous consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting.

IV.

No director of the Corporation shall have liability to the Corporation or to its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except

that this Article IV shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code; or (iv) for any transaction from which the director received an improper personal benefit. Neither the amendment nor repeal of this Article IV, nor the adoption of any provision of the Articles of Incorporation of the Corporation inconsistent with this Article IV, shall eliminate or reduce the effect of this Article IV in respect of any act or failure to act, or any cause of action, suit or claim that, but for this Article IV, would accrue or arise prior to any amendment, repeal or adoption of such an inconsistent provision. If the Georgia Business Corporation Code is subsequently amended to provide for further limitations on the personal liability of directors of corporations for breach of duty of care or other duty as a director, then the personal liability of the directors of the Corporation shall be so further limited to the greatest extent permitted by the Georgia Business Corporation Code.

V.

IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be executed by a duly authorized officer on the 8 day of April, 1999.

The London Telecom Group, Corp.

By: COLIN WOOD

Its: CHIEF FINANCIAL OFFICER

SECRETARY OF STATE
APR 30 10 25 AM '99
BSP (4)

APPENDIX A

SERIES A PREFERRED STOCK

1. Designation. 10,000 shares of the preferred stock, par value of \$100.00 per share, of the Corporation are hereby constituted as a series of the preferred stock designated as 'Series A Preferred Stock' (the 'Series A Preferred Stock') and having relative rights and preferences to all other classes and series of the stock of the Corporation as set forth herein.

2. Dividends. The holders of Series A Preferred Stock shall be entitled to receive in any fiscal year, when and if declared by the Board of Directors of the Corporation, out of funds legally available therefor, non-cumulative dividends at the rate of six and one-half percent (6.4%) per year on each share of Series A Preferred Stock. Such dividends shall be payable as the Board of Directors may from time to time determine. The Corporation shall not declare or pay any dividends upon the Common Stock or any other stock of the Corporation ranking junior to or on a parity with the Preferred Stock as to dividends unless dividends have been or contemporaneously are declared and paid, or declared and a sum sufficient for payment thereof is set apart for payment to the holders of the Preferred Stock. The right to such dividends on the Preferred Stock shall not be cumulative and no right shall accrue to the holders of the Preferred Stock by reason of the fact that dividends on such shares are not declared in any prior year, nor shall any undeclared or unpaid dividends bear or accrue interest.

3. Preference on Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (hereinafter 'Liquidation'), holders of the Series A Preferred Stock shall be entitled, before any distribution is made to the holders of Common Stock, to be paid out of the assets of the Corporation available for distribution, \$100 per share, plus an amount equal to all declared and unpaid dividends thereon to the date fixed for such distribution. If upon such Liquidation, the assets to be distributed to the holders of this Series A Preferred Stock shall be insufficient to permit payment to such holders of the preferential amount to which each holder is respectively entitled, then the entire assets of the Corporation to be so distributed shall be ratably distributed among the holders of the Series A Preferred Stock. Upon any such Liquidation, after the holders of the Series A Preferred Stock shall have been paid in full the amount to which the holders are entitled, the remaining net assets of the Corporation, if any, shall be distributed ratably among the holders of Common Stock and the Series A Preferred Stock in accordance with the respective amounts which such holders are entitled to receive. Written notice of such Liquidation, stating a payment date, the amount of the Series A Preferred Stock payments and place where such payments shall be payable, shall be given by mail, postage prepaid, not less than thirty (30) days prior to the payment date stated therein, to the holders of record of the Series A Preferred Stock, such notice to be addressed to each holder at his post office address as shown on the records of the Corporation. Unless otherwise consented to by the holders of the Series A Preferred Stock, a sale of all or substantially all of the assets, merger or other disposition of such assets of the Corporation shall be deemed a Liquidation of the Corporation and its assets distributed in accordance with the provisions of this subsection 3.

4. Voting. The Series A Preferred Stock shall be non-voting stock.

5. Redemption. The Corporation shall have the right, at any time, to redeem all, but not less than all, of the Series A Preferred Stock, by paying \$100 per share, plus an amount per share equal to interest thereon at the rate of 0%, compounded annually on December 31st of each year from the date of issue thereof to such redemption (late, plus, in each case, an amount equal to any dividends accrued and unpaid thereon and reduced by the full amount of any dividends paid with respect to such shares of Series A Preferred Stock prior to such redemption).

Notice of such election to redeem shall be mailed to each holder of the Series A Preferred Stock to be redeemed by certified mail, return receipt requested, at the address as it appears in the books of the Corporation not less than forty-five (45) days prior to the date upon which the Series A Preferred Stock is to be redeemed (hereinafter 'Redemption Date').

If on or before the Redemption Date named in such notice, the funds necessary for such redemption shall have been set aside by the Corporation so as to be available for payment on demand to the holders of the Series A Preferred Stock so called for redemption, then, notwithstanding that any certificate of the Series A Preferred Stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the Redemption Date so designated, and all rights with respect to such Series A Preferred Stock so called for redemption shall forthwith after such Redemption Date cease, except only the right of the holder to receive the redemption price therefor, but with interest.

SECRETARY OF STATE
APR 30 10 25 AM '99
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