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April 16, 1999

OVERNIGHT COURIER

Ms. Thelma Lewis
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100002843681--3
-04/19/99--01078--001
*****35.00 *****35.00

Re: Telantis Venture Partners IV, Inc., a Florida corporation
Telantis Venture Partners V, Inc., a Delaware corporation

Dear Ms. Lewis:

Pursuant to our telephone conversation, enclosed are revised Articles of Merger, an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Telantis Venture Partners V, Inc., our check in the amount of \$35 for the filing fee, and a certified copy of the Certificate of Amendment filed with the Delaware Secretary of State which reflects the name change to Telantis Venture Partners V, Inc.

If possible, we would appreciate if this merger could be processed and returned as soon as possible. Please return the filed Articles of Merger and Application to File Amendment directly to the undersigned via Federal Express. Enclosed is an airbill for your use.

Ms. Lewis, thank you for your assistance.

Very truly yours,

GOODMAN WEISS MILLER LLP

Gail Heidenreich
Gail Heidenreich
Legal Assistant

FILED
99 APR -7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gh
Enclosures
cc: Jay R. Faeges, Esq.

TLL APR 19 1999

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)

FILED
99 APR - 7 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. TELANTIS ASIA PACIFIC LTD., INC.

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

2. DELAWARE

Incorporated under laws of

3. AUGUST 15, 1997

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? MARCH 30, 1998

5. TELANTIS VENTURE PARTNERS V, INC.

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.

N/A

New Duration

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

N/A

New Jurisdiction

Richard W. Dyer

Signature

4-8-99

Date

Richard W. Dyer

Typed or printed name

Treasurer & Chief Financial Officer

Title

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 CERTIFICATE OF AMENDMENT OF "TELANTIS ASIA PACIFIC LTD., INC.", CHANGING ITS NAME FROM "TELANTIS ASIA PACIFIC LTD., INC." TO "TELANTIS VENTURE PARTNERS V, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MARCH, A.D. 1998, AT 5:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9684950

DATE: 04-13-99

MAP 30'92 17:19 FR TELXON-LEGAL DEPT
03/27/98 16:15 813 472 5781
MAR-27-1998 15:28 PWD

330 664 2009 TO 91302209381
RFM CAPTIVA
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:30 PM 03/30/1998
981123028 - 2764076
P.02/02
005

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION OF
TELANTIS ASIA PACIFIC LTD., INC.**

Telantis Asia Pacific Ltd., Inc., a Delaware corporation (the "Corporation"), certifies that the amendment set forth below to the Corporation's Certificate of Incorporation has been duly adopted by its sole stockholder in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Paragraph "FIRST" of the Certificate of Incorporation of Telantis Asia Pacific Ltd., Inc. shall be deleted in its entirety and the following paragraph "FIRST" be substituted in its place:

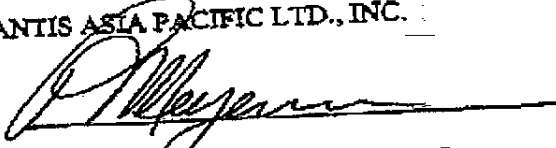
FIRST: The name of the corporation is Telantis Venture Partners V, Inc.

IN WITNESS WHEREOF, Telantis Asia Pacific Ltd., Inc. has caused this Certificate of Amendment to be executed by an authorized officer this 27th day of March, 1998.

TELANTIS ASIA PACIFIC LTD., INC.

By

Its


CHIEF EXECUTIVE OFFICER

TOTAL P.07