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## Corporation Guarantee and Trust Company

701 ARCHITECTS BUILDING  
117 SOUTH 17TH STREET, PHILADELPHIA, PA 19103-5090  
TELEPHONE (215) 563-6131 • FAX (215) 563-9410

F 98000002251

June 10, 1998

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: ECONOPHONE PERMIT INC.  
change of name to:  
ECONOPHONE SERVICES INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUN 15 AM 10:55

APPROVED  
AND  
FILED

To Whom It May Concern:

Enclosed is duplicate Application for Amended Authority of the above company for filing with your office together with Certificate of Standing and our \$43.75 check to cover filing and Certificate of Status fees.

Please send your usual acknowledgment and receipt to this office when the filing has been completed. Thank you.

Cordially yours,

*Teresa Magee*  
Teresa Magee  
Secretary

000002559790--7  
-06/15/98--01081--002  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

TM/t  
Enclosures

*JM*  
F 98000002251  
\$43.75  
\*Cert of Sta  
DC  
6-15-98

**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. ECONOPHONE PERMIT INC.

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

2. DELAWARE

Incorporated under laws of

3. APRIL 20, 1998

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? MAY 7, 1998

5. ECONOPHONE SERVICES INC.

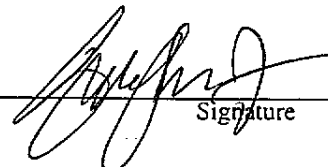
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

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

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

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

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

  
\_\_\_\_\_  
Signature  
Richard Shorten  
\_\_\_\_\_  
Typed or printed name

6-7-98  
\_\_\_\_\_  
Date  
Senior Vice President  
\_\_\_\_\_  
Title

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
98 JUN 15 AM 10:58

APPROVED  
AND  
FILED

State of Delaware  
Office of the Secretary of State

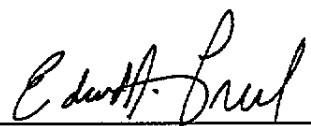
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ECONOPHONE PERMIT INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ECONOPHONE SERVICES INC.", THE SEVENTH DAY OF MAY, A.D. 1998, AT 9 O'CLOCK 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.



  
Edward J. Freel, Secretary of State

2864970 8320

981220214

AUTHENTICATION:

9126244

DATE:

06-08-98