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Resolution not to alternation

SHIRLEY, EZELL, GUARISCO & MARIONNEAUX, L.L.C.

ATTORNEYS AT LAW

4609 Bluebonnet Boulevard • Suite A • Baton Rouge, Louisiana 70809 Phone (225) 291-2770 • Fax (225) 291-7437

JOHN O. SHIRLEY ANDREW B. EZELL PAUL F. GUARISCO KYLE C. MARIONNEAUX

February 24, 2006

Ms. Karen Gibson
Amendments Section
Division of Corporations
Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE:

Image Access, Inc.

File No. 1025-01

Dear Ms. Gibson:

Please find enclosed a Certificate of Resolution of the Board of Directors of Image Access, Inc., a foreign corporation authorized to do and doing business in the State of Florida as Image Access Communications, Inc. Please refer to the corporation document number F98000005620. The enclosed resolution recites action by the Board of Directors of Image Access, Inc. changing the name it will operate under in the State of Florida from Image Access Communications, Inc. to NewPhone, Inc. Please process this document with your office and return to me confirmation of the filing.

Upon completion of the above, please forward to me a Certificate of Status for Image Access, Inc. d/b/a NewPhone, Inc. Also enclosed is a check in the amount of \$43.75 to cover the cost of filing of the resolution and for the Certificate of Status.

Should you have any questions, please contact me.

Paul F. Guarisco

PFG/nc Enclosures

cc:

Mr. Richard Jaubert

CERTIFICATE OF RESOLUTION OF THE BOARD OF DIRECTORS OF IMAGE ACCESS, INC.

The undersigned, the duly elected Secretary of Image Access, Inc., hereby certifies that on February 21, 2006, the Board of Directors of Image Access, Inc., a Louisiana corporation (the "Company"), qualified and doing business in the state of Florida under the name of Image Access Communications, Inc., adopted the following resolution:

RESOLVED, that the Board of Directors of the Company by unanimous consent executed effective the 21st day of February, 2006, agreed to change the operating name of the Company in Florida from Image Access Communications, Inc. to NewPhone, Inc. for use in Company business operations in the state of Florida, pursuant to the provisions of the laws of the state of Florida.

Hereby certified on the date set forth below, by me, Richard Jaubert, Secretary.

RICHARD JAUBERT, Secretary

Dated: February 21, 2006