

# G14285

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December 22, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

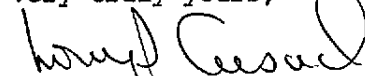
Telephonetics International, Inc.

Dear Ladies and Gentlemen:

Enclosed are Articles of Amendment to the Articles of Incorporation for the referenced corporation. We enclose our check, in the amount of \$87.50, to cover the filing fee and a certified copy.

Thank you.

Very truly yours,

  
Lorry A. Cusack,  
Legal Assistant

/lac  
Encs.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
TELEPHONETICS INTERNATIONAL, INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **TELEPHONETICS INTERNATIONAL, INC.**
2. The following amendment to the Articles of Incorporation was adopted by all of the Shareholders of the Corporation on December 1, 1997:

ARTICLE VI is amended to read as follows:

The aggregate number of shares which the Corporation is authorized to issue is 15,000,000 shares of common stock. Such shares shall be of a single class of common stock and shall have a par value of \$.001 per share.

3. The number of shares of the Corporation outstanding at the time of adoption was 80,000 and the number of shares entitled to vote thereon was 80,000.

Dated: December 15, 1997

TELEPHONETICS INTERNATIONAL, INC.

By David Bawarsky  
DAVID BAWARSKY, President

Attest Alan J. Kvarcs  
ALAN J. KVARES, Secretary

STATE OF FLORIDA :  
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 15th day of December, 1997, by DAVID BAWARSKY and ALAN J. KVARES, President and Secretary, respectively, of TELEPHONETICS INTERNATIONAL, INC., a Florida corporation, on behalf of the corporation, and who are personally known to me.

OFFICIAL NOTARY SEAL  
LORRY A CUSACK  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC550636  
MY COMMISSION EXP. APR. 25, 2000

Notary Public  
NOTARY PUBLIC, State of Florida

PRINTED NAME/COMMISSION NO

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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