

# G60168



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 706825 4814048

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 35.00

FILED  
MAY 23 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 23, 2000

ORDER TIME : 10:38 AM

ORDER NO. : 706825-005

*Amend*  
100003263711--7

CUSTOMER NO: 4814048

CUSTOMER: Aimee Williams, Legal Asst  
Waller & Lansden  
511 Union Street  
Suite 2100  
Nashville, TN 37219-1760

DOMESTIC AMENDMENT FILING

NAME: SPECTRAFAX CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED  
00 MAY 23 AM 11:34  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*APR*  
*5/23/00*

**ARTICLES OF AMENDMENT  
TO  
THE ARTICLES OF INCORPORATION OF  
SPECTRAFAX CORP.**

FILED  
00 MAY 23 PM 4:44  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of SpectraFAX Corp., a Florida corporation (the "Corporation"), which were originally filed on September 20, 1983 and subsequently amended on January 20, 1984, September 19, 1985, November 27, 1989, November 12, 1992 and September 18, 1995, be and hereby are further amended in the following manner:

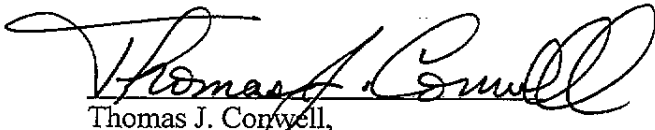
1. Section 4 of the Corporation's Articles of Incorporation is hereby amended to read as follows:

**Capital Stock:**

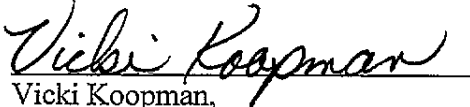
The Corporation is authorized to issue 40,000,000 shares of common stock, each share having a Par Value of \$0.0001 per share. The Corporation is also authorized to issue 200,000 shares of Series A Cumulative, Non Participating 12% Par Value \$25.00 Preferred Stock.

2. The foregoing amendment was adopted and approved by the shareholders of this Corporation on April 17, 2000. The number of votes cast for the amendment were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer and Secretary of this Corporation have executed this Article of Amendment this 19 day of May, 2000.



Thomas J. Conwell,  
Chief Executive Officer



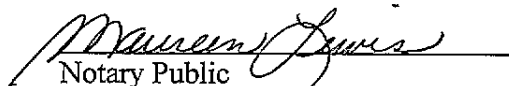
Vicki Koopman,  
Secretary

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned authority, personally appeared Thomas J. Conwell and Vicki Koopman, Chief Executive Officer and Secretary of SpectraFAX Corp., respectively, known to me to be the persons who executed the foregoing Article of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of May, 2000.

  
Notary Public