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August 26, 2002

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

Re: Car-Fone, Inc.; Articles of Amendment

000007389220--0  
-08/28/02--01036--014  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Division of Corporations Representative:

Enclosed for filing in the above-referenced matter please find:

1. The Articles of Amendment of Articles of Incorporation of Car-Fone, Inc. and one (1) copy;
2. Car-Fone, Inc.'s check #5020 in the amount of \$43.75, representing the \$35.00 filing fee and \$8.75 for a certified copy of the Articles of Amendment;
3. Addressed, postage-paid envelope.

Kindly file the Articles of Amendment and forward the certified copy in the enclosed envelope. Thank you for your assistance.

Very truly yours,

George L. Hayes III

GLHIII/ss/enclosure

cc: Car-Fone, Inc

Amend/Name change/cc  
@ 9/5/02

FILED  
02 AUG 28 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
CAR-FONE, INC.

FILED  
02 AUG 28 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Car-Fone, Inc., a Florida corporation, (the "Corporation"), are hereby amended as follows:

1. The terms of Article I of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

**"ARTICLE I"**  
**Name and Address**

The name of the corporation shall be **New Phone, Inc.**, and its mailing address shall be **1125 Riverside Ridge Road, Tarpon Springs, Florida 34688.**

2. The foregoing amendment was approved by the shareholders and was adopted by a unanimous vote of the shareholders and ratified by a unanimous vote of the Directors of the Corporation on the 26 day of August, 2002.

IN WITNESS WHEREOF, the undersigned as Director(s) and Shareholder(s) of the Corporation have executed these Articles of Amendment this 26 day of August, 2002.

*Luci M. Parsons*

Luci Parsons, as President

*Jay Parsons*

Jay Parsons, as Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26th day of August, 2002, by **Luci Parsons and Jay Parsons, as President and Secretary, respectively, of New Phone, Inc., a Florida corporation**, on behalf of the Corporation,  who is personally known to me, or  who has produced a Florida driver's license or a Florida identification card, or  who has produced \_\_\_\_\_ as identification.

My commission expires:

*Sheila D. Sayne*

(Signature of Notary Public on line above)

*Sheila D. Sayne*

(Print Name of Notary Public on line above)



Sheila D. Sayne  
Commission # CC 971619  
Expires Oct. 1, 2004  
Bonded Through  
Atlantic Bonding Co., Inc.

(NOTARY SEAL)