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ATLANTIC TELECOMMUNICATION SYSTEMS
Quality Telephone Services At A Savings"

September 9, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/14/98--01029--001
*****87.50 *****87.50

Re: Articles of Amendment

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Atlantic Telecommunication Systems, Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,


Jed A. Stabler
JAS/jb

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JAS

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

ATLANTIC TELECOMMUNICATION SYSTEMS, INC.

Pursuant to the provisions of the Florida Statutes, on September 1, 1998 shareholders owning a majority of the shares of common stock and all of the directors of Atlantic Telecommunication Systems, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to increase the number of authorized shares of common stock from 1,000 to 1,000,000 and to decrease the par value thereof from \$1.00 to \$0.01, and to authorize 9,000,000 shares of preferred stock having a par value of \$0.01, the attributes of which may be determined from time to time by the Board of Directors.

RESOLVED: That the first sentence of Article VI of the Articles of Incorporation of the Corporation is deleted in its entirety.

The number of votes cast for the subject resolutions by such shareholders was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolutions, the first sentence of Article VI of the Corporation's Articles of Incorporation is deleted in its entirety and Article III of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is ten million (10,000,000), of which one million (1,000,000) shares will be Common Stock with a par value of \$0.01 per share, and nine million (9,000,000) shares shall be Preferred Stock with a par value of \$0.01 per share, all of which shares, when issued, shall be fully paid and non-assessable.

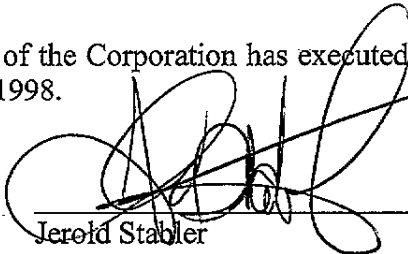
None of the shares of Common Stock shall be entitled to any preference over any other shares of such stock. The Common Stock shall be subject to all of the powers, rights and preferences of each series of the Preferred Stock as such may, from time to time, be established by resolution of the Board of Directors. Subject to the provisions of this Article III with respect to the Preferred Stock, dividends payable in cash, stock or otherwise as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of funds

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lawfully available therefor. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after such preferential rights, if any, upon liquidation as are possessed by holders of shares of any series of Preferred Stock shall have been satisfied, the remaining net assets of the Corporation shall be distributed pro rata to the holders of shares of Common Stock and the holders of shares of any series of the Preferred Stock that do not possess preferential rights upon such liquidation, dissolution or winding up.

The Board of Directors of the Corporation is authorized to issue shares of Preferred Stock from time to time in one or more series for such consideration as it may determine; to fix or alter the voting powers, designations, preferences and rights, including, but not limited to, dividend rights, dividend rates, conversion rights and terms of redemption (including sinking fund provisions), redemption prices and liquidation preferences, or any of them, as to unissued series of shares of Preferred Stock; and to fix the number of shares constituting any such series and designation thereof, or any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 1st day of September 1998.



Jerold Stabler