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Requestor's Name
660 East Jefferson Street

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Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

900002896409--7
-06/07/99--01083--013
*****35.00 *****35.00

RJE Telecom, Inc. formerly:
Butten & Back, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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THANK YOU ! Amanda Kent

N.C.

G. COULLETTE JUN 07 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

BUTTEN & BOCK, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

RESOLVED that the FIRST article be amended by deleting the name Butten & Bock, Inc. and substituting therefore RJE Telecom, Inc.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 1, 1999

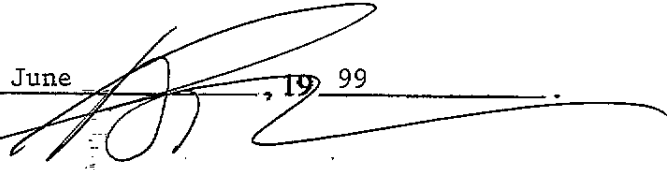
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
 voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1st day of June, 1999



Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
David A. Baxter
Secretary

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title