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May 12, 2000

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*****52.50 *****52.50

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

Dear Amendment Section Filers:

Find enclosed "Articles of Amendment" form for Atlantic Teleconnect, Inc. filing pursuant to the provisions of section 607.1006, Florida Statutes. Please file amendment as stipulated on the form, certify a copy of the amendment and present us a certificate of status.

Payment for these services is attached in the form of a check for \$52.50

Thank you in advance for your prompt and careful handling of this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read 'R Galbraith', is written over a horizontal line.

Richard Galbraith
President, Chairman & CEO

Enclosures

FILED
00 MAY 16 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 5/26
amend

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

ATLANTIC TELECONNECT, 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)*

ARTICLE IV

This Corporation is authorized to issue six hundred thousand (600,000) shares of one cent (\$.01) par value common stock, all of which shall be fully paid and non-assessable. The corporate shares shall be subject to purchase and sale rights between the shareholders and/or the Corporation under terms fully set forth in a shareholder agreement.

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00 MAY 16 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Existing authorized common stock shares issued to shareholders with par value of one dollar (\$1.00) each will be exchanged for 100 new shares with par value of one cent (\$.01) for each share.

THIRD: The date of each amendment's adoption: May 12, 2000

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

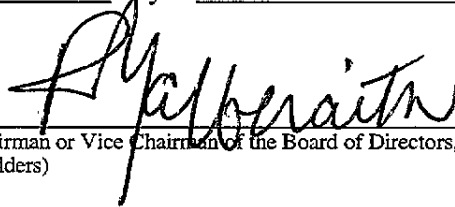
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 12th day of May, 19 2000.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RICHARD GALBERAITH

Typed or printed name

PRESIDENT, CEO AND CHAIRMAN

Title