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H. FRANK WINN, JR.

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January 31, 2000

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FILED
FEB -3 AM 11:33
TALLAHASSEE, FLORIDA
DEPT. OF STATE

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

Re: ELASTOCALL SERVICES, INC.

000003123160--8
-02/03/00--01100--009
*****43.75 *****43.75

Dear Sir or Madam:

Please find enclosed original and one copy of Articles of Amendment to Articles of Incorporation.

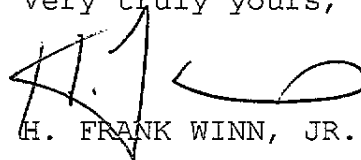
-Also enclosed is check in the amount of \$43.75 as follows:

Filing fee -----	\$35.00
Certified copy -----	8.75
Total -----	<u>\$43.75</u>

Please file the original of the enclosed Articles of Amendment, and return a certified copy to the undersigned.

*Amend
2-14-00
HFW*

Very truly yours,


H. FRANK WINN, JR.

HFWjr/jkf

Encs.

cc: Mr. Bruce W. Guy

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ELASTOCALL SERVICES, INC.

FILED
00 FEB -3 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ARTICLE III, SHARES, is amended to state:

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares.

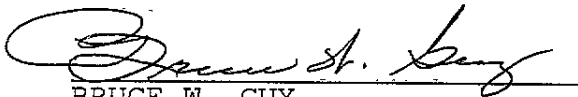
SECOND:

The date of amendment's adoption is January 31, 2000.

THIRD:

Adoption of Amendment is by the sole incorporator, director and stockholder of the corporation.

SIGNED this 31st day of January, 2000.


BRUCE W. GUY,
Sole incorporator, director
and stockholder