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FILED STATE  
SECRETARY OF CORPORATION  
00 JUL -3 PM 3:23

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Reply To:  
Sarasota  
Marc J. Soss  
[msoss@becker-poliakoff.com](mailto:msoss@becker-poliakoff.com)

June 30, 2000

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

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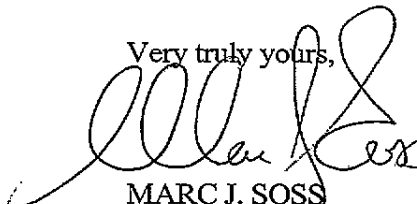
Re: **Key Card Communications, Inc.**

Dear Sir/Madam:

Enclosed herewith are original Articles of Amendment for the above-referenced Corporation, along with a copy for certification, and our check in the amount of \$35.00, payable to the Secretary of State, to cover the cost of filing these Articles.

Please contact me immediately with any problems or questions. Please return the stamped copy to our office in the enclosed self-addressed stamped envelope. Thank you for your prompt attention to this matter.

Very truly yours,

  
MARC J. SOSS  
For the Firm

MJS/  
Enclosure

No copy sent.  
JB

Amend.

V. SHEPARD JUL 18 2000

V. SHEPARD JUL 18 2000

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
KEY CARD COMMUNICATIONS, INC.

FILED  
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DIVISION OF CORPORATIONS  
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1. The following provisions of the Articles of Incorporation of KEY CARD COMMUNICATIONS, INC., a Florida Corporation, filed with the Secretary of State on May 8, 2000, are amended, effective June 27, 2000, as follows:

ARTICLE IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE IV - CAPITAL STOCK"

The corporation is authorized to issue 20,000,000 shares of common stock having a par value of \$.001. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE VII of the Articles of Incorporation is hereby amended in its entirety to read as follows:

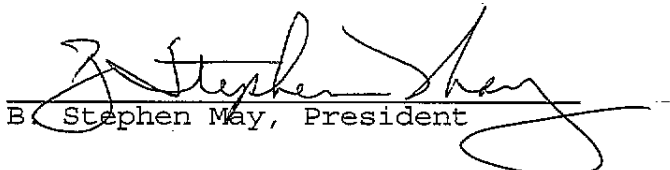
"ARTICLE VII - DIRECTORS"

This corporation shall have a Board of Directors consisting of two (2) directors, whose name and street address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Todd Ellsworth	630 S. Orange Avenue 3rd Floor Sarasota, FL 34236
B. Stephen May	630 S. Orange Avenue 3rd Floor Sarasota, FL 34236

2. The foregoing amendment was adopted by the Directors and Shareholders of the corporation on June 21, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 27th day of June, 2000.

  
B. Stephen May, President