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01 FEB -1 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Reply To:
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Marc J. Soss

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January 30, 2001

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*****35.00 *****35.00

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

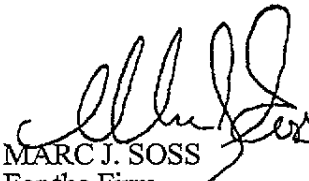
Re: **Key Card Communications, Inc.**

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

Amend
2-5-01
MJS

MJS/jc
Enclosure

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

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SECRETARY OF STATE
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1. The following provisions of the Articles of Incorporation of KEY CARD COMMUNICATIONS, INC., a Florida Corporation, effective with the Secretary of State on May 5, 2000, are amended, effective January _____, 2001, as follows:

ARTICLE IV of the Articles of Incorporation is hereby amended to add the following provision that shall read as follows:

"ARTICLE IV - CAPITAL STOCK"

The corporation is authorized to issue 10,000,000 shares of preferred stock having a par value of \$.001. Each share of preferred 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:

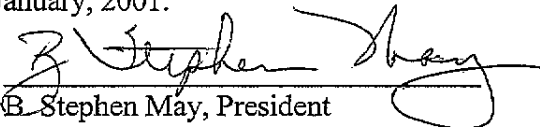
"ARTICLE VII - DIRECTORS"

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>
Clifford Wildes	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 September 1, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Article of Amendment this _____ day of January, 2001.


B. Stephen May, President