

P00000050768

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FILED

00 AUG 11 PM 4:55

GEORGIA DEPT. OF STATE
TALLAHASSEE, FLORIDA

August 11, 2000

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: Georgia PCS Corporation
P00000050768

200003354312--3
-08/14/00--01002--001
*****43.75 *****43.75

Dear Madam/Sir:

Enclosed are an original and one copy of the Articles of Amendment to the Articles of Incorporation of Georgia PCS Corporation, along with this firm's check in the amount of \$25.00.

Please do not hesitate to phone our office if you have any questions. I will have our messenger return to pick up the certified copy.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Leslie R. Williams

Leslie R. Williams
Assistant to John E. Brenneis

*Amend
8-14-00
LWS*

/lrw
Enclosures

RECEIVED
00 AUG 11 PM 3:20
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 11, 2000

AUSLEY & MCMULLEN
ATTN: LESLIE R. WILLIAMS
TALLAHASSEE, FL

SUBJECT: GEORGIA PCS CORPORATION
Ref. Number: P00000050768

We have received your document for GEORGIA PCS CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 100A00043515

RECEIVED
00 AUG 14 PM 12:36
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
GEORGIA PCS CORPORATION**

FILED

00 AUG 11 PM 4: 55

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes,
GEORGIA PCS CORPORATION adopts the following Articles of Amendment to its
Articles of Incorporation.

1. Article VIII of the Articles of Incorporation is amended to read:

**ARTICLE VIII
Number of Directors**

This Corporation shall have at least one (1) Director. The Board of Directors shall consist of four (4) persons. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws.

2. Article IX of the Articles of Incorporation is amended to read:

**ARTICLE IX
Board of Directors**

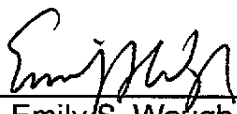
The Board of Directors shall consist of the four (4) persons listed below. The members of the Board of Directors of this Corporation shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected. The members of the Board are:

Leon Conner	Post Office Box 485	Macclenny, Florida 32063
Deborah Nobles	Post Office Box 485	Macclenny, Florida 32063
Janet Easterday	Post Office Box 485	Macclenny, Florida 32063
Mike Griffis	Post Office Box 485	Macclenny, Florida 32063

3. Article X of the Articles of Incorporation is deleted in its entirety.

4. Articles XI, XII and XIII of the Articles of Incorporation are retitled "**Article X**", "**Article XI**" and "**Article XII**", respectively.

Pursuant to Section 607.1005, Florida Statutes, these Articles of Amendment have been adopted, as of July 15, 2000, by the Corporation's sole incorporator, Emily S. Waugh, without shareholder action. The Corporation has not yet issued shares and no shareholder action is applicable.

By: 
Emily S. Waugh
Incorporator

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