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BASIC AMENDMENT

WPC TELECOM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Amendment
07/24/03

7/23/03 4:00 PM

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF**

WPC TELECOM, INC.

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WHEREAS, the Articles of Incorporation of WPC TELECOM, INC., were filed and approved by the Secretary of State of the State of Florida on December 11, 2000; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of WPC TELECOM, INC., that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of WPC TELECOM, INC., hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders by Action by Written Consent of the Directors and Stockholders dated as of the 1st day of June, 2003.

NOW, THEREFORE, the Articles of Incorporation of WPC TELECOM, INC., are hereby amended by deleting Article IV, in its entirety, and replacing it with the following:

Article IV

The Corporation shall have two (2) classes of stock, Class A Class A Voting Stock ("Class A Voting Stock") and Class B Non-Voting stock ("Class B Non-Voting Stock. The holders of Class A Voting Stock shall have unlimited voting rights. The holders of Class B Non-Voting Stock shall have no voting rights, except as may be expressly granted by applicable law, notwithstanding the restrictions set forth herein. Except with respect to voting rights, and such other restrictions and/or limitations as may be expressly set forth in this Agreement, the holders of Class B Non-Voting Stock shall be entitled to all other rights, including distributions, enjoyed by the holders of Class A Voting Stock. The authorized capital stock of the Corporation shall be 5000 shares of Class A Voting Stock and 5000 shares of Class B Non-Voting stock. Each of the shares of Class A Voting Stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

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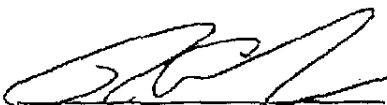
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These amendments will be effective upon filing.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby executed on behalf of WPC TELECOM, INC. by its Secretary this June 1st, 2003.

WPC TELECOM, INC.

By:



Robert Cash
Secretary

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