

interCast www.iccgi.com
Communications Group, Inc.

Providing Webcasting Solutions for the Medical Device Industry

P010000064617

August 6, 2001

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

300004527033--4
-08/09/01--01050--013
*****35.00 *****35.00

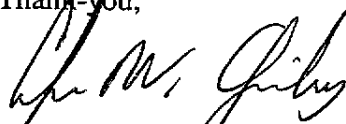
Subject: Amended articles of Incorporation,
InterCast Communications Group, Inc.
Ref. # P01000064617

To Whom It May Concern:

Please find attached corrected amended articles of corporation and a check in the amount of \$35.00 for the fee to amend. Also please make a note of the correct phone number for this corporation. (954) 545-3337.

If you have any questions regarding this matter please do not hesitate to call me.

Thank-you,


Crawford Grimsley

FILED
01 AUG -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN AUG 16 2001

**FIRST AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
INTERCAST COMMUNICATIONS GROUP, INC.**

FILED
01 AUG -9 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.1005 of the Florida Business Corporation Act (the "Act"), InterCast Communications Group, Inc. adopts this First Amendment to the Articles of Incorporation set forth below:

1. The name of the corporation is InterCast Communications Group, Inc.
2. The principal address of the corporation is 265 S. Federal Highway
Deerfield Bch. Fl. 33441
(954) 545-3337 Fax (954) 545-3079
3. The following amendment to the corporation's Articles of Incorporation was adopted by the sole incorporator prior to the issuance of any shares of the corporation as of the 2nd day of July, 2001 in accordance with and in a manner prescribed by the Act:

Article III is hereby amended in its entirety to read as follows:

Article III - Capital Stock

This corporation is authorized to issue 55,000,000 shares of capital stock consisting of 30,000,000 shares of Class-A voting common stock, par value \$0.001 per share, 20,000,000 of Class-B non-voting common stock, par value \$0.001 per share, and 5,000,000 shares of preferred stock, par value \$.001 per share. All Class-B non-voting common stock outstanding at the time the corporation effects an offering of its Class-A voting common stock registered under the Securities Act of 1933, as amended, shall, immediately preceding such offering, automatically convert to Class-A voting common. The preferred stock is subject to issuance by the board of directors (the "Board of Directors") in one or more classes by the filing of a certificate pursuant to the applicable law of the State of Florida. Except as expressly limited by Chapter 607, Florida Statutes, as amended from time to time, or its successor legislation, as amended from time to time, the authority of the Board of Directors with respect to each class shall include, but not be limited to, determination of the following:

- (i) Whether that class shall have voting rights, in addition to the voting rights provided by law, and if so, the terms of such voting rights;
- (ii) The number of shares constituting that class and the distinctive designation of that class;
- (iii) The dividend rate on the shares of that class, whether dividends shall be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, are paid on dividends on shares of that class;

(iv) Whether that class shall have conversion privileges, and if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events, as the Board of Directors shall determine;

(v) Whether or not the shares of that class shall be redeemable, and if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

(vi) Whether that class shall have a sinking fund for the redemption or purchase of shares of that class, and if so, the terms and amount of such sinking fund;

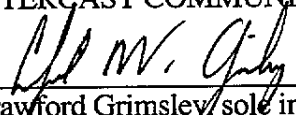
(vii) The rights of the shares of that class in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class; and

(viii) Any other relative rights, preferences and limitations of that class.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed the foregoing First Amendment to the corporation's Articles of Incorporation as of the 2nd day of July 2001.

INTERCAST COMMUNICATIONS GROUP, INC.

By:


Crawford Grimsley, sole incorporator