

P01000102910



FILED

01 DEC 28 PM 12:10

ACCOUNT NO. : 072100000032

REFERENCE : 555655

7219396

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pigott*

ORDER DATE : December 28, 2001

ORDER TIME : 9:49 AM

ORDER NO. : 555655-005

500004742395--4

CUSTOMER NO: 7219396

CUSTOMER: Geoffrey T. Hodges, Esq  
G.T. Hodges, P.A.  
905 Shaded Water Way  
Lutz, FL 33549

DOMESTIC AMENDMENT FILING

NAME: ICT GLOBAL, INC. AND  
ICT WORLDWIDE, INC.

*Share Exchange  
12-28-01  
MHS*

(SHARE EXCHANGE)

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

RECEIVED  
01 DEC 28 AM 10:22  
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CINDY HARRIS -- EXT# 1137

EXAMINER'S INITIALS: \_\_\_\_\_



**ARTICLES OF SHARE EXCHANGE**  
**OF**  
**ICT GLOBAL, INC. and ICT WORLDWIDE, INC.**

**FILED**  
01 DEC 28 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, ICT GLOBAL, INC., hereby files these Articles of Share Exchange and states as follows:

**ARTICLE I**

**NAMES**

Pursuant to a Plan of Share Exchange ("Plan"), a copy of which is hereto attached as Exhibit "A," ICT Global, Inc., a Florida corporation, has completed a share exchange for all of the outstanding shares of ICT Worldwide, Inc., a Florida corporation.

**ARTICLE II**

**EFFECTIVE DATE**

The effective date of the share exchange will be the date of filing of these Articles of Share Exchange by the Secretary of the State of Florida.

**ARTICLE III**

**DATES OF ADOPTION**

The Board of Directors of ICT Global, Inc. adopted the Plan on November 19, 2001. Shareholder approval was not required. The shareholders of ICT Worldwide approved the Plan on November 19, 2001.



IN WITNESS WHEREOF, the above-named corporations have hereunto executed these  
Articles of Share Exchange this 26th day of December, 2001.

ICT GLOBAL, INC.

By: 

Frank Musolino, President

ICT WORLDWIDE, INC.

By: 

Geoffrey Todd Hodges, Vice President,  
Legal Affairs



**ICT WORLDWIDE, INC  
PLAN OF SHARE EXCHANGE WITH ICT GLOBAL, INC.**

This is a Plan of Share Exchange between ICT Worldwide, Inc. (the "Target") and ICT Global, Inc. (the "Corporation"), both of which are Florida corporations. This Plan provides that each shareholder of the Target will exchange his shares of Target stock for cash to be provided by the Corporation, so that after the completion of the Exchange, the Target will be a wholly-owned subsidiary of the Corporation and the Target's shareholders will receive cash.

**ARTICLE I**

Identity

ICT Global, Inc. will acquire the shares of ICT Worldwide, Inc.

**ARTICLE II**

Terms and Conditions

ICT Global, Inc. will issue \$0.001 in cash in exchange for each share of stock of ICT Worldwide, Inc. issued and outstanding on the effective date of this Plan.

**ARTICLE III**

Manner and Basis of Exchange

Upon the filing of Articles of Share Exchange by the Secretary of State of Florida, the shareholders of the Target shall tender to the Corporation certificates representing the Target shares that they own, duly endorsed in blank, whereupon the Corporation shall issue \$0.001 in cash in exchange for each share of Target stock tendered by the Target shareholders. The Target has no outstanding shares, obligations, other securities, or rights to acquire shares, except for common capital stock.

**ARTICLE IV**

Adoption

This Plan of Share Exchange shall be adopted by the boards of Directors of the Corporation and the Target.

**EXHIBIT "A"**



## ARTICLE V

Approval

If adopted, this Plan of Share Exchange shall be approved by a majority of the votes of the Target's shares at a meeting of the Target's shareholders duly called for the purpose of considering the adoption of the Plan or by written consent in accordance with applicable law.

## ARTICLE VI

Effective Date

If approved, this Plan of Share Exchange shall be effective upon the filing of Articles of Share Exchange by the Secretary of State of Florida.

## ARTICLE VII

Amendment; Abandonment

This Plan of Share Exchange may be amended by the boards of directors of the Target and the Corporation at any time prior to the filing of Articles of Share Exchange; provided, however, that no amendment will change the amount or kind of consideration to be exchanged for each share of Target stock or materially and adversely affect the Target or its shareholders without the approval of the shareholders of the Target.

This Plan of Share Exchange may be abandoned by the board of directors of either the Target or the Corporation at any time prior to the filing of Articles of Share Exchange.

IN WITNESS WHEREOF, this Plan of Share Exchange has been adopted by the boards of directors of the Corporation and the Target this 19<sup>th</sup> day of November, 2001.

"TARGET"  
ICT WORLDWIDE, INC., a  
Florida corporation

By: 

V.P., Legal Affairs

"CORPORATION"  
ICT GLOBAL, INC., a Florida  
corporation

By: 