2500000006911

The World's Premier Calling and Internet Access Card

Miami, June 18, 2002

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

600005899646---7 -06/21/02--01020--005 *****35.00 ******35.00

SUBJECT: access2world inc.

Enclosed is the original of articles of amendment to articles of incorporation of access2world inc and a check for: \$35.00, Check number 1006.

Best regards,

Franz Signer 8840 NE 9th Ct. Miami, FL 33138 (305) 756 4455

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ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION OF

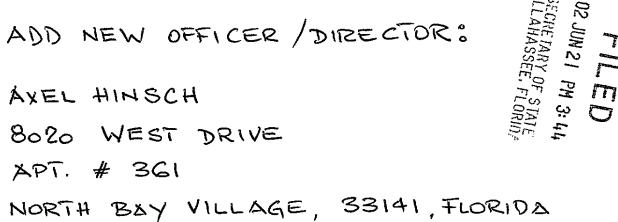
ACCESS ZWORLD INC.

POI OCO106911 (Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTCLE V : OFFICERS / DIRECTORS



If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: 3012 14, 2002
FOURTH	Adoption of Amendment(s) (CHECK ONE)
×	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature_	Signed this
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	FRANZ SIGNER
	(Typed or printed name)
	PRESIDENT