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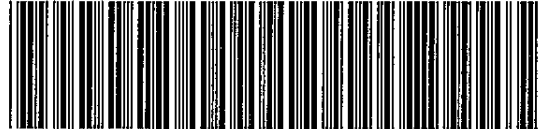
(Business Entity Name)

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Amend

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04 DEC 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. INSIDE-PHONE SOLUTIONS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
INSIDE-PHONE SOLUTIONS, INC.**

FILED
04 DEC 10 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INSIDE-PHONE SOLUTIONS, INC., a Corporation of the State of FLORIDA who's registered office is located at 8051 NW 36th STREET, SUITE 611, MIAMI FL 33166, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on December 6, 2004, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that **ARTICLE X** of the Articles of Incorporation is to amended to read as follows:

ARTICLE VI - DIRECTOR & OFFICERS

The director and officers of the Corporation shall be:

Director: **FERNANDO MOIO**
8051 NW. 36TH STREET
SUITE # 611
MIAMI, FL 33166

Officers:

President: **FERNANDO ROJAS**
8051 NW. 36TH STREET
SUITE # 611
MIAMI, FL 33166

Vice-President: **FERNANDO MOIO**
8051 NW. 36TH STREET
SUITE # 611
MIAMI, FL 33166

The number of votes cast by the shareholders was sufficient for approval.

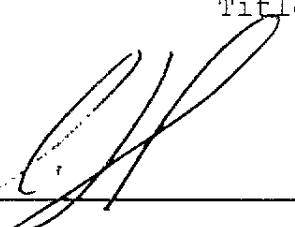
This amendment was adopted on December 6, 2004.

Signed on December 6, 2004.

Signature _____

Fernando Moio
Printed Name

Director/Vice-President
Title

Signature _____

Fernando Rojas
Printed Name

President
Title