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PO1000120426

March 25, 2002

DEPARTMENT OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

ATTN: AMENDMENT SECTION

RE: FREE PHONE INC.

Dear Sir/Madam:

Enclosed herewith please find the following:

- (1) The original Articles of Amendment for FREE PHONE IN Florida corporation, changing the street and mailing address of the corporation and the registered agent and amend the list of initial officers and/or directors and shareholders of the corporation.
- (2) A copy of the Articles of Amendment for certification.
- (3) My trust check in the amount of \$43.75, representing the filing fee in the sum of \$35.00 and the certified copy fee in the sum of \$8.75.

I kindly request that you file these Articles of Amendment and return a certified copy of same to me at the address listed above. Thank you for your attention, and I remain

Sincerely yours,

JAN SOETEN, JR., ESQUIRE

JS:ds

Enclosures

cc: Joshua D. Warren

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-03/27/02--01072--016  
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*Amend*

FILED  
02 MAR 27 PM 2:47  
TALLAHASSEE, FLORIDA

*FOR  
4/4/02*

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of FREE PHONE INC., a Florida corporation, filed in Tallahassee on December 20, 2001, be and they hereby are amended in the following particulars:

A. ARTICLE II be and it hereby is amended to read as follows:

The street address of the principal place of business of the corporation is 1024 Versant Place Drive, Suite 301, Brandon, Florida 33511, and the mailing address is the same.

B. ARTICLE IV be and it hereby is amended to read as follows:

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

C. ARTICLE V be and it hereby is amended to read as follows:

The name and street address of the initial registered agent of this corporation are JOSHUA D. WARREN, 1024 Versant Place Drive, Suite 301, Brandon, Florida 33511.

D. ARTICLE VII be and it hereby is amended to read as follows:

The officers and/or directors and shareholders of the corporation shall be as listed below, and shares of capital stock of the corporation shall be issued initially to the following persons in the amounts set opposite their names:

JOSHUA D. WARREN, President 1024 Versant Place Drive, #301 Brandon, Florida 33511	400 Shares
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LARRY D. WARREN, Vice President 511 Lodge Drive Indianapolis, Indiana 46231	200 Shares
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MICHAEL GRUNER, Vice President 9025 West Walton Lane Indianapolis, Indiana 46231	200 Shares
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JEREMY R. WARREN, Secretary 1807-A Chapel Tree Circle Brandon, Florida 33511	100 Shares
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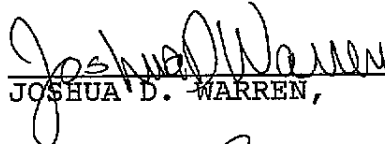
RYAN J. BALLOU, Treasurer  
1807-A Chapel Tree Circle  
Brandon, Florida 33511

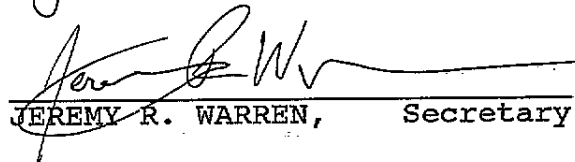
100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all the shareholders and this corporation.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 22ND day of March, 2002.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 22ND day of March, 2002.


  
JOSHUA D. WARREN, President

  
JEREMY R. WARREN, Secretary

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared JOSHUA D. WARREN and JEREMY R. WARREN, who are personally known to me or have produced FL DRIVER'S LICENSE as identification, and who executed the foregoing Articles of Amendment and acknowledged before me that they executed such instrument for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 22ND day of March, 2002.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Deborah Scarfone  
MY COMMISSION # CC799907 EXPIRES  
February 22, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.