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P02000000728

April 3, 2002

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

RE: Articles of Amendment to Articles of Incorporation of
Telecard Company, Inc.

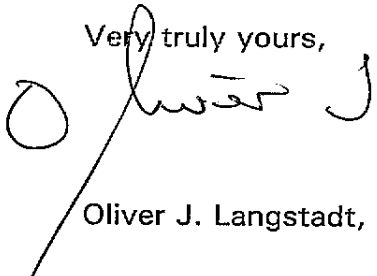
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*****35.00 *****35.00

Dear Sir or Madame:

Enclosed please find one original and one copy of the Articles of Amendment to Articles of Incorporation of Telecard Company, Inc., as well as a check in the amount of \$35, made payable to Department of State, representing the requisite filing fee.

Please record the enclosed document at your earliest convenience.

Very truly yours,


Oliver J. Langstadt, Esq.

Encl. as stated.

FILED
02 APR 10 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*as amend
4-15*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TELECARD COMPANY, INC.

(present name)

P020000000728

(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)*

Article Five is amended to read as follows:

ARTIVLE FIVE - DIRECTORS AND OFFICERS

The number of Directors consituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1).

The name and address of the initial Director of the Corporation is as follows:

Mustafa Cesmec, Friedrichstrasse 12, D-76646 Bruchsal, Germany

The name and address of each Officer of the Corporation is as follows:

President/Treasurer/Secretary	- Mustafa Cesmec, Friedrichstrasse 12, D-76646 Bruchsal, Germany
Vice President	- Thomas Kuehnemund, Carl-Hofer-Str. 32, D-76227 Karlsruhe, Germany

SECOND: 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:

Not applicable.

FILED
02 APR 10 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: March 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.

Signed this 14th day of March, 2002

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mustafa Cesmecici

(Typed or printed name)

President

(Title)