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Division of Corporations

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BASIC AMENDMENT

PAN AMERICAN TELECOM, INCORPORATED

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Amendment

5/12/02

05/29/02 DC

May 24, 2002

PANAMERICAN TELECOM, INCORPORATED
1606 NANETTE COURT
LAKE WORTH, FL 33461

SUBJECT: PANAMERICAN TELECOM, INCORPORATED
REF: P02000005310

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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PLEASE CALL ME WITH ANY QUESTIONS!!!

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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Darlene Connell
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 13, 2002

PAN AMERICAN TELECOM, INCORPORATED
1606 NANETTE COURT
LAKE WORTH, FL 33461

SUBJECT: PAN AMERICAN TELECOM, INCORPORATED
REF: P02000005310

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

* The current name of the entity is as referenced above. Please correct your document accordingly.

THE NAME AT THIS TIME, BEFORE THE AMENDMENT, IS PAN AMERICAN TELECOM, INCORPORATED. PLEASE CORRECT THE CORPORATE NAME IN THE HEADING.

* If the dissolution was approved by the shareholders, a statement that the number cast for dissolution was sufficient for approval must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PANAMERICAN TELECOM, INCORPORATED.

Pursuant to the provisions of §§607.0704, 607.1001 and 607.1003 of the Florida Business Corporation Act ("FCBA"), PanAmerican Telecom, Incorporated (hereinafter referred to as the "Corporation") adopts this Amendment to the Articles of Incorporation set forth below:

1. The name of the Corporation is PanAmerican Telecom, Incorporated.
2. The principal address of the Corporation is 1606 Nanette Court, Lake Worth, Florida 33461.
3. The following amendments to the Corporation's Articles of Incorporation were adopted on the [16th] day of January, 2002 by unanimous consent of the Corporation's Board of Directors and by the holders of a majority of the shares entitled to vote in accordance with and in a manner prescribed by the FCBA. The number of votes cast by the shareholders was sufficient for approval.
4. Article V is hereby amended by striking out Article V in its entirety and substituting in lieu thereof the following:

Article V - Capital Stock

The Corporation shall have the authority to issue two (2) classes of shares to be designated respectively "Preferred Stock" and "Common Stock." The total number of shares of Common Stock that the Corporation shall have authority to issue is Twenty-Five Million (25,000,000) shares, par value \$.001 per share. The total number of shares of Series A Preferred Stock that the Corporation shall have authority to issue is Five Million (5,000,000) shares, par value \$.001 per share.

The Board of Directors is authorized, subject to limitations prescribed by law and within the limitations and restrictions stated in this Amendment to the Corporation's Articles of Incorporation, to provide for the issuance of shares of Preferred Stock in series, and by filing a certification pursuant to applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate, if any, in the shares of that series, whether dividends shall be cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

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(c) Whether that series shall have voting rights in addition to the voting rights provided by law and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion obligations or privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events, as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon which or after which they shall be redeemable and the amount per share payable in the case of redemption which amount may vary under different conditions and at different redemption dates;

(f) Whether that series shall have a sinking fund for the redemption or purchases of shares of that series and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

Article VIII - Designation of Series A Preferred Shares

[Five Million (5,000,000)] shares of the Preferred Stock are hereby constituted as Series A 10% Cumulative Convertible Preferred Stock ("Series A Preferred Shares"). The relative preferences, powers, rights, qualifications, limitations and restrictions in respect of the Common Stock are as follows:

(a) Voting Rights. Each holder of Series A Preferred Shares shall be entitled to notice of any stockholders' meeting or solicitation of consents in the same manners as provided for holders of Common Stock, however, except as otherwise required by Florida law, such holder shall not be entitled to vote upon any matter submitted to holders of Common Stock for a vote. Series A Preferred Shares shall not be included for purposes of determining a quorum at a meeting of shareholders, except when the holders of Series A Preferred Shares are entitled to vote on a matter or matters as required by Florida law and then only with respect to such matter(s).

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(b) Dividends Rights. Each holder of record of Series A Preferred Shares shall be entitled to receive a dividend equal to ten percent (10%) of the original subscription price paid per share (the "Original Issue Price") per annum, payable in the aggregate on an annual basis, in cash or shares of stock (either Series A Preferred Shares or Common Stock) based on the Original Issue Price, commencing June 1, 2003 and each anniversary thereafter. The Corporation may elect however, in its sole discretion, to withhold distribution of such dividends for any given year. Dividends are cumulative and any such dividends not paid will accrue without interest for the benefit of the holders of the Series A Preferred Shares. Such accrued dividends not sooner distributed will be paid upon liquidation of the Corporation or at such time as the Series A Preferred Shares are redeemed, converted or exchanged in a merger or reorganization. No dividends shall be declared and paid upon or set aside for the Common Stock unless all accrued dividends with respect to the Series A Preferred Shares have been distributed.

(c) Liquidation Rights.

(i) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (collectively, a "Liquidation"), the holders of record of shares of Series A Preferred Shares shall be entitled, before any distribution or payment is made upon outstanding shares of Common Stock, to be paid an amount equal to the Original Issue Price, plus any accrued but unpaid dividends. If upon such Liquidation, the assets to be distributed among the holders of Series A Preferred Shares shall be insufficient to permit such payment, then the entire assets of the Corporation to be so distributed shall be distributed ratably among the holders of Series A Preferred Shares.

(ii) If as a result of any Liquidation (and (A) after satisfaction of any preference in favor of the holders of Series A Preferred Shares; and (B) payment to the holders of the Common Stock an amount equal to par value (\$.001 per share), adjusted for stock splits and re-capitalization's, assets remain, they will be distributed among the holders of shares of Series A Preferred Shares and holders of Common Stock in the same manner as if all Series A Preferred Shares were converted into shares of Common Stock on the record date for voting on such liquidation, dissolution or winding up.

(iii) Written notice of such Liquidation, stating a payment date, the amounts of the payments and the place where said Liquidation payments shall be payable, shall be given by mail, postage prepaid, or facsimile and courier to non-U.S. residents, not less than twenty (20) days prior to the payment date stated therein, to the holders of record of Series A Preferred Shares, such notice to be addressed to each such holder at its address as shown by the records of the Corporation.

(iv) Neither a consolidation or merger of the Corporation with or into any other Corporation, nor a merger of any other Corporation into or with the Corporation, nor a sale or transfer of all or substantially all of the Corporation's assets for cash or securities, nor a statutory share exchange in which shareholders of the Corporation may participate, shall be considered a Liquidation within the meaning of this Section.

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(d) Conversion Rights. The holders of Series A Preferred Shares shall have conversion rights ("Conversion Rights") as follows:

(i) Right to Convert. Each holder or record of Series A Preferred Shares may, at any time, upon surrender to the Corporation of the certificates therefore at the principal office of the Corporation or such other place as the Corporation shall designate, convert all or part of such holder's Series A Preferred Shares into such number of fully paid and non-assessable shares of Common Stock (as such Common Stock shall then be constituted) equal to the number of Series A Preferred Shares then surrendered to the Corporation multiplied by the Conversion Ratio (as hereinafter defined). Promptly following surrender of such certificates, the holder shall be entitled to receive certificates evidencing the number of shares of Common Stock into which such Series A Preferred Shares are converted. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of Series A Preferred Shares to be converted.

(ii) Automatic Conversion. All Series A Preferred Shares shall automatically convert into such number of shares of Common Stock as are determined in accordance with paragraph (d)(i) hereof upon the closing of an initial public offering of securities of the Corporation pursuant to a registration statement filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, resulting in gross offering proceeds of U.S. Five Million Dollars (\$5,000,000) or more (a "Qualified IPO") or upon a consolidation or merger of the Corporation with or into any other Corporation, or a merger of any other Corporation into or with the Corporation, or a sale or transfer of all or substantially all of the Corporation's assets for cash or securities, or a statutory share exchange in which shareholders of the Corporation may participate.

(iii) Definitions. For purposes of these Articles of Incorporation, the following definitions shall apply:

Additional Shares. "Additional Shares" shall mean any equity security issued by the Corporation subsequent to the Series A Issuance Date other than shares of Common Stock issued (A) upon conversion of Series A Preferred Shares, (B) to officers, directors or employees of the Corporation pursuant to a stock option plan or other employee stock incentive program approved and adopted by the Board of Directors, (C) in connection with an acquisition or joint venture by the Corporation, or to consultants, vendors, lenders, equipment lessors, or customers of the Corporation, in each case as approved by the Board of Directors, (D) as a dividend or distribution on Preferred Stock, or (E) for which an adjustment to the Conversion Ratio is made pursuant to Section (d) hereof.

Conversion Ratio. The "Conversion Ratio" with respect to the conversion of Series A Preferred Shares into shares of Common Stock initially shall equal one (1) but shall be subject to adjustment as set forth in paragraph (d)(iv) below.

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Convertible Securities. "Convertible Securities" means any evidence of indebtedness, shares or securities, in each case convertible into or exchangeable for or giving the holder thereof the right to purchase Additional Shares of Common Stock.

Options. "Options" shall mean rights, options or warrants to subscribe for, purchase or otherwise acquire Common Stock or Convertible Securities.

Series A Issuance Date. "Series A Issuance Date" shall mean the actual initial date of issuance of Series A Preferred Shares.

(iv) Adjustments to Conversion Ratio.

(A) Adjustment for Stock Splits and Combinations. If the Corporation at any time or from time to time after the Series A Issuance Date, effects a subdivision of the outstanding shares of Common Stock, the Conversion Ratio then in effect immediately before that subdivision shall be proportionately decreased; conversely, if the Corporation shall at any time or from time to time after the Series A Issuance Date, reduce the outstanding shares of Common Stock by combination or otherwise, the Conversion Ratio then in effect immediately before the combination shall be proportionately increased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(B) Adjustment for Reclassification, Exchange or Substitution. If the Common Stock issuable upon the conversion of the Series A Preferred Shares shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for in this Section (d), then and in each such event each holder of Series A Preferred Shares shall have the right thereafter to convert such Series A Preferred Shares into the kind and amounts of shares of stock and other securities and property receivable upon such reorganization, reclassification or other change, by holders of the number of shares of Common Stock into which such Series A Preferred Shares might have been converted immediately prior to such reorganization, reclassification or change, all subject to further adjustment as provided herein.

(C) Sale of Shares Below Original Issue Price. If at any time subsequent to the Series A Issuance Date, the Corporation issues or sells or is deemed hereunder to have issued or sold any Additional Shares for a price below the Original Issue Price, the Conversion Ratio shall be adjusted by multiplying the Conversion Ratio by the fraction equal to the Original Issue Price over the price per share of the Additional Shares subsequently issued or sold. For purposes of making the adjustment required in this paragraph, the consideration received by the Corporation for any issue or sale of Additional Shares shall (x) to the extent it consists of cash, be computed at the net amount of cash received by the Corporation after deduction of any expenses payable by the Corporation and any underwriting or similar commissions, compensation or concessions paid or allowed by the Corporation in connection with such issue or sale, (y) to the extent it consists of property other than cash, be computed at the fair market value of that property as determined in good faith by the Board of Directors.

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(D) Convertible Securities. If at any time subsequent to the Series A Issuance Date, the Corporation issues or sells any Convertible Securities or Options (other than Options or rights exercisable for or convertible into shares of Common Stock referred to in clause (B) under the definition of Additional Shares in Section (d)(iii) above), then in each case the Corporation shall be deemed to have issued at the time of issuance of such Options or Convertible Securities the maximum number of Additional Shares of Common Stock issuable upon exercise or conversion thereof and to have received as consideration for the issuance of such Additional Shares an amount equal to the total amount of consideration, if any, received by the Corporation for the issuance of such Options or Convertible Securities, plus, in the case of Options, the minimum amounts of consideration, if any, payable to the Corporation upon the exercise of such Options and, in the case of Convertible Securities, the minimum amounts of consideration, if any, payable to the Corporation on the conversion of such Convertible Securities. If, based on the foregoing provision, the total consideration deemed to have been received as a result of the issuance or sale of Options or Convertible Securities divided by the total number of Additional Shares of Common Stock deemed to have been issued is less than the Original Issue Price, the Conversion Ratio shall be adjusted based on this lower price in accordance with the provisions of paragraph (d)(iv)(C) above. In the event that any Options or right to convert Convertible Securities subsequently expire without having been exercised or are exercised for a lesser number of Additional Shares of Common Stock or with greater consideration paid to the Corporation than was previously deemed to be issued or received by the Corporation, the adjusted Conversion Ratio shall be readjusted on the basis of such actual number of Additional Shares issued or actual consideration (as calculated above) received.

(v) Redemption. The Corporation shall redeem the Series A Preferred Shares if the Corporation has not filed a registration statement in connection with a Qualified IPO by June 1, 2005. The redemption price shall be \$2.00 per share plus any accrued but unpaid dividends, paid in cash, out of funds legally available therefor. Redemptions shall be made in four equal installments on the first day of June, August, October and December 2005 (each a "Redemption Date"). On or before June 1, 2005 and each subsequent Redemption Date, each holder of Series A Preferred Shares to be redeemed shall surrender the certificate(s) representing the Series A Preferred Shares. In the event that fewer than all shares represented by each certificate are redeemed, a new certificate or certificates representing unredeemed shares shall be issued forthwith.

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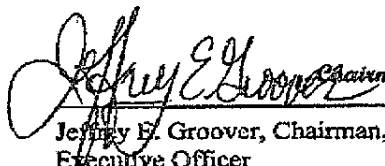
(vi) No Dilution or Impairment. The Corporation shall not amend its Certificate of Incorporation or participate in any reorganization, re-capitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, for the purpose of avoiding or seeking to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in carrying out all such action as may be reasonably necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Shares against dilution or other impairment. The Corporation shall at all times reserve and keep available out of its authorized but un-issued shares of Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Shares, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Series A Preferred Shares. No Series A Preferred Shares acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be called, retired and eliminated from the shares which the Corporation shall be authorized to issue.

6. Article VIII is hereby adopted and shall read as follows:

Article VIII - Indemnification

The Corporation shall indemnify and advance expenses to its directors, officers, employees and agents and all persons who at any time served in one or more of the foregoing capacities, to the extent permitted and in the manner directed by Section 607.0850 of the FCBA, as amended, or any successor provision(s), and shall have the power to make any other or further indemnity permitted under the laws of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Articles of Incorporation to be signed by Jeffrey E. Groover, the Chairman of the Board of Directors, President and Chief Executive Officer of the Corporation this 16th day of January 2002.



Jeffrey E. Groover, Chairman, President and Chief
Executive Officer

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