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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

VICTORY TELEPHONIC SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
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02 APR -2 AM 9:43

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR -2 PM 12:02

FILED

T BROWN APR - 2 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VICTORY TELEPHONIC SYSTEMS, INC.**

FILED
02 APR -2 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned President of Victory Telephonic Systems, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida these Articles of Amendment to its Articles of Incorporation to read as follows:

1. ARTICLE II of the Corporation's Articles of Incorporation is hereby amended by deleting the text of ARTICLE II in its entirety and substituting in its place the following:

"ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is Victory Telephonic Systems, Inc., 1323 S.E. 17th Street, Suite 345, Ft. Lauderdale, FL 33316."

2. ARTICLE III of the Corporation's Articles of Incorporation is hereby amended by deleting the text of ARTICLE III in its entirety and substituting in its place the following:

"ARTICLE III
CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to have outstanding at any one time shall be one million (1,000,000) shares of common stock having a par value of \$0.01 per share. The common stock shall be divided into two (2) series: Series A common stock, of which there shall be one hundred thousand (100,000) shares authorized, and Series B common stock, of which there shall be nine hundred thousand (900,000) shares authorized. The Series A common stock shall have voting rights and the Series B common stock shall have no voting rights. Other than with respect to voting rights, the rights of the Series A common stock and the Series B common stock shall be identical. Upon the filing of the Articles of Amendment pursuant to which this ARTICLE III shall have been adopted, each share of common stock held by the shareholders of record on the date these Articles of Amendment are filed shall be automatically converted into one (1) share of Series A common stock."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. Pursuant to §607.1003(6) of the Act, this Amendment to the Articles of Incorporation was approved by the directors and shareholders of the Corporation by unanimous written consent effective March 25, 2002. Therefore, the number of votes cast for the amendment was sufficient for approval.

This Amendment shall be effective upon its filing with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 25th day of March, 2002.

VICTORY TELEPHONIC SYSTEMS, INC.

By: 

Lou Thomas Trosclair
President

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H02000070583 8