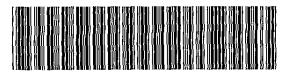
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1318 Lafayette Street Cape Coral, FL 33904 (239) 549-2444 Fax: (239) 549-5623 www.hillcocpa.com Royal Palm Square 1400 Colonial Blvd., Suite 17 Fort Myers, FL 33907 (239) 433-2444 Fax: (239) 275-3917

May 24, 2005

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

RE: Articles of Amendment Stonehenge Telecom, Inc.

Dear Sirs:

Enclosed please find the Articles of Amendment for the above referenced Corporation, and a check in the amount of \$35.00 for the filing fee.

Please direct any questions and your response to the following address: Hill & Company, CPA, 1318 Lafayette Street, Cape Coral, Florida 33904.

Thank you.

Thomas W. Hill

Hill & Company, CPA, P.A.

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	Stonehenge Telecom, Inc.
***************************************	(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 5- Officers

DELETE

Brandon Jakes, President

AMENDED

Phil Carrow, President

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SECRETARY OF STATE

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:

THIRD: The date of each amendment's adoption: May 24 2005

FO	URTH: Adoption of Amendment(s) (CHECK ONE)
X	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 day 24 of May \$\frac{1}{24} \text{ 2005}
	Signature And A
	(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)
	Phil Carrow
	Typed or printed name
	Vice President
	Title