



THE UNITED STATES
CORPORATION
COMPANY

P31690

ACCOUNT NO. : 072100000032

REFERENCE : 218482 4336650

AUTHORIZATION :

Patricia Pysit

COST LIMIT : \$ 35.00

ORDER DATE : January 10, 1997

ORDER TIME : 9:31 AM

ORDER NO. : 218482-015

CUSTOMER NO: 4336650

700002055447--6

CUSTOMER: R. Allen Naude, Esq
Baker & McKenzie
Suite 1600
701 Brickell Avenue
Miami, FL 33131

FOREIGN FILINGS

NAME: SOUTHEAST SWITCH, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

N. HENDRICKS JAN 15 1997

FILED
97 JAN 13 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PROCESSED
97 JAN 13 PM 12:54
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

CSC

TALLAHASSEE, FL

SUBJECT: SOUTHEAST SWITCH, INC.
Ref. Number: P31690

We have received your document for SOUTHEAST SWITCH, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date listed on #4 must be consistent with the date of filing on the certificate from the state of incorporation.

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

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 397A00001687

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1804, F.S.)

SECTION I

(1-3 must be completed)

1. SOUTHEAST SWITCH, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. OCTOBER 30, 1990
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12-27-96 effective 01-01-97
5. HONOR TECHNOLOGIES, INC.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- No change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- No change
New Jurisdiction

T.O. Bennion
Signature
Thomas O. Bennion
Typed or printed name

January 8, 1997
Date
President
Title

FILED
97 JAN 13 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"ALABAMA NETWORK, INC.", A DELAWARE CORPORATION,

"INTERNET, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SOUTHEAST SWITCH, INC." UNDER THE NAME OF "HONOR TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF



2231702 8330

971013678

Edward J. Freel

Edward J. Freel, Secretary of State

8284952

AUTHENTICATION:

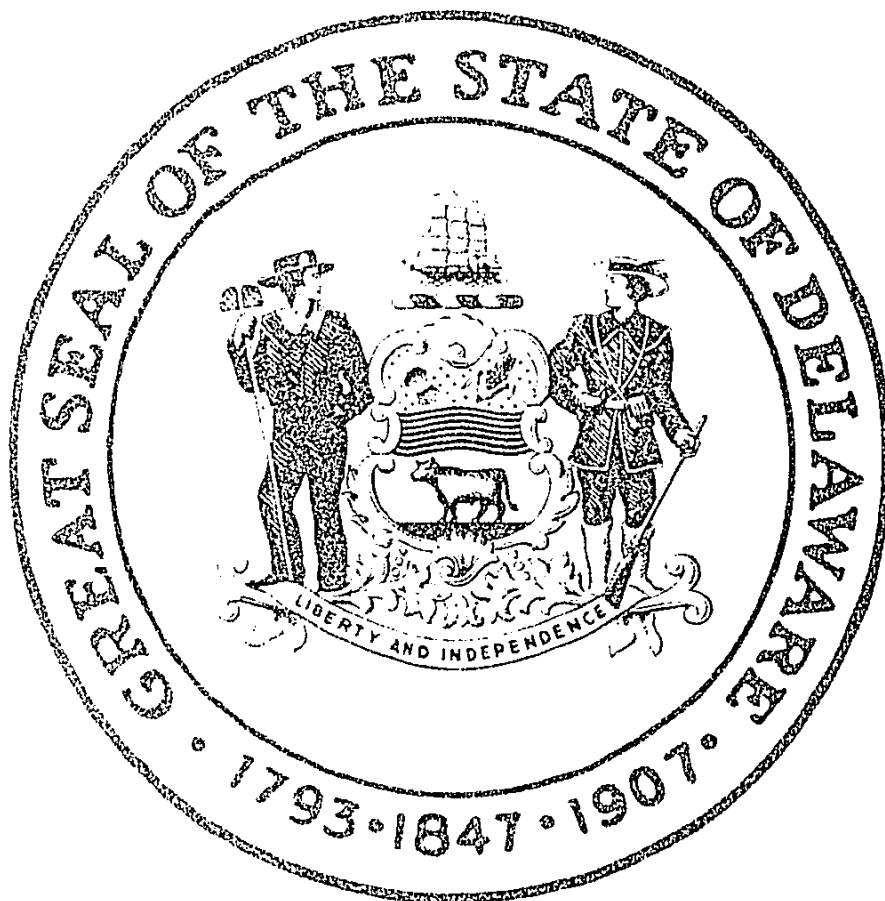
01-14-97

DATE:

State of Delaware
Office of the Secretary of State

PAGE 2

THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

2231702 8330

971013678

AUTHENTICATION:

DATE:

8284952

01-14-97