

Document Number Only

P36063

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

400002127354--1
-03/28/97--01094--004
*****87.50 *****87.50

International Standards Group, Limited, Inc.
TO
Total World Telecommunications, Inc.

FILED STATE SECRETARY OF CORPORATIONS
97 JUN 16 PM 12:50

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

Name
Avallability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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3/28/97

NIC Amend

Cannot backdate
not received
within 60 days

SP
6/16/97



March 27, 1997

VIA CT CORPORATION SYSTEM

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: International Standards Group, Limited, Inc.
Document Number P36063

Dear Sir/Madam:

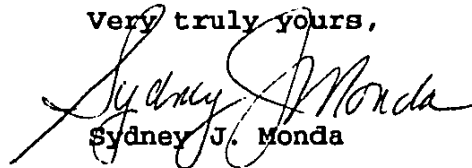
Enclosed please find the original and one copy of the Articles of Amendment to the Application by Foreign Corporation of the above-referenced, together with a check made payable to your order in the amount of \$87.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Payment is to be applied as follows:

Filing Fees	\$ 35.00
Certified Copy	<u>52.50</u>
TOTAL	<u>\$ 87.50</u>

Should you require any additional information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


Sydney J. Monda

Enclosures

TWT/97-13544



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: INTERNATIONAL STANDARDS GROUP, LIMITED, INC.
Ref. Number: P36063

We have received your document for INTERNATIONAL STANDARDS GROUP, LIMITED, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document submitted does not meet the requirements for a foreign corporation qualified in Florida and changing its name. Enclosed is a form for your convenience.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 297A00015883

Susan, 6-16-97
Please see corrections
and please backdate to
3-28-97, if possible.
Also, please issue the
CI previously
requested. Thanks. James

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

INTERNATIONAL STANDARDS GROUP, LIMITED, INC.

changing name to: TOTAL WORLD TELECOMMUNICATIONS, INC.

Profit

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Reservation

Photo Copies

Call if Problem

Will Wait

Merger

Mark

Other

Change of R.A.

Fictitious Name

CUS/

After 4:30

Pick Up

RECEIVED
97 APR -4 PM 12:48
OFFICE OF CORPORATIONS

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

4-4-97

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Please back-date filing date
to March 28th Thanks



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: INTERNATIONAL STANDARDS GROUP, LIMITED, INC.
Ref. Number: P36063

We have received your document for INTERNATIONAL STANDARDS GROUP, LIMITED, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We must have a certificate from the State of Delaware evidencing the amendment. The certificate should include both the old and new name of the corporation along with the date it was filed in Delaware.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 297A00017117



April 3, 1997

VIA CT CORPORATION SYSTEM

Ms. Susan Payne
Senior Section Administrator
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

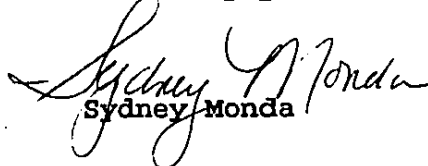
Re: International Standards Group, Limited, Inc.
Ref. Number - P36063

Dear Susan:

Per your correspondence of March 28, 1997, enclosed is the original and one copy of the completed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with accompanying Certificate of Good Standing from the State of Delaware.

You are in receipt of our check in the amount of \$87.50. Kindly arrange to file the original Articles returning a certified copy to the undersigned.

Sincerely yours,


Sydney Monda

:sjm

TWT/97-13565

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERNATIONAL STANDARDS GROUP, LIMITED", CHANGING ITS NAME FROM "INTERNATIONAL STANDARDS GROUP, LIMITED" TO "TOTAL WORLD TELECOMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1996, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2175227 8100

971192881

AUTHENTICATION:

8508510

DATE:

06-12-97

10-15-96

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

INTERNATIONAL STANDARDS GROUP, LIMITED

International Standards Group, Limited (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation have adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of International Standards Group, Limited be amended by changing Articles I and IV thereof, so that, as amended, said Articles I and IV shall be and read as follows:

"ARTICLE I
NAME

The name of the corporation is Total World Telecommunications, Inc.

ARTICLE IV
SHARES OF STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is as follows:

100,000,000 shares of Common Stock, \$.00001 par value per share.

10,000,000 shares of Preferred Stock, \$.00001 par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provision of this Article IV, to provide for the issuance of the shares of Preferred Stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof.

Effective as of the effective date of this Amendment, each 15 shares of Common Stock, \$.00001 par value per share, outstanding before the effective date of the Amendment will be changed into one (1) fully paid and nonassessable share of Common Stock \$.00001 par value per share; and that after the effective date of the Amendment each holder of record of one or more certificates representing shares of the old Common Stock shall be entitled to receive one or more certificates representing the proportionate number of shares of new Common Stock on surrender of a stockholder's old certificates for cancellation. If a stockholder shall be entitled to a number of shares of new Common Stock which is not a whole number, then the number of shares of new Common Stock issued to the Stockholder shall be rounded upward to the nearest whole number. The authorized number of shares of Common Stock and of Preferred Stock shall not be affected by this Amendment.

The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

The number of shares constituting the series and the distinctive designation of the series;

The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights or priority, if any, or payments of dividends on shares of the series;

Whether the series will have voting rights, and, if so, the terms of the voting rights;

Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

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

Whether the series shall have a sinking fund for the redemption or purchase of shares of

the series, and, if so, the terms and amount of the sinking fund;

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

Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Delaware as in effect at the time of the creation of such series."

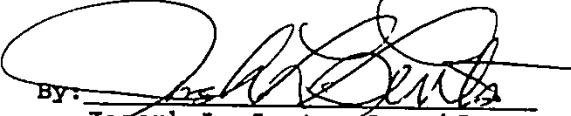
SECOND: That in lieu of a meeting and vote of stockholders, the holders of outstanding shares of Common Stock having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Section 242 and Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Joseph L. Lents, its President, and attested by Loretta Murphy, its Secretary this 14th day of October, 1996.

INTERNATIONAL STANDARDS
GROUP, LIMITED

(SEAL)

By: 
Joseph L. Lents, President

ATTEST:

By: 
Loretta A. Murphy, Secretary