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BASIC AMENDMENT

TOTAL WORLD TELECOMMUNICATIONS, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Total World Telecommunications, Inc.
(present name)

Pursuant to the provisions of section 607/1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopts: (indicate article number(s) being amended, added or deleted)

Article I: Name

The name of the Corporation is WHITEHALL ENTERPRISES OF SOUTH FLORIDA, 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:

- 200,000,000 shares of Common Stock, \$.0001 par value per share
- 4,000,000 shares of Preferred Stock, \$.001 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.

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;

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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 Florida as in effect at the time of the creation of such series.

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:

That in lieu of meeting and vote of stockholders, the United States Bankruptcy Court for the southern District of Florida on September 3, 1998 ordered, adjudged and decreed the Corporation acting through its Board of Directors to amend its Certificate of Incorporation to effect the foregoing amendments.

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