

P37225

CORPORATE
ACCESS,
INC.

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G.S. reflecting name change

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Amendment

1.) Phoneworks, Inc. resolution
(CORPORATE NAME & DOCUMENT #) Changing DBA name

2.)
(CORPORATE NAME & DOCUMENT #)

400002581364--9

-07/07/98--01050--001

*****35.00 *****35.00

3.)
(CORPORATE NAME & DOCUMENT #)

400002581364--9

-07/15/98--01018--009

*****8.75 *****8.75

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

6.)
(CORPORATE NAME & DOCUMENT #)

7.)
(CORPORATE NAME & DOCUMENT #)

8.)
(CORPORATE NAME & DOCUMENT #)

9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
98 JUL -7 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADH
7/8/98
DIVISION OF CORPORATION
98 JUL -7 AM 9:48

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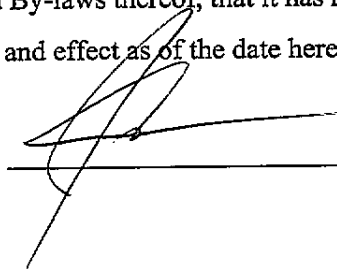
**CORPORATE
RESOLUTION
OF
PHONEWORKS, INC.**

98 JUL -7 AM 10:16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BE IT RESOLVED that the transaction herein referred to, being herewith approved, the President and Secretary of this corporation be and they are hereby directed, authorized and empowered to execute, acknowledge and deliver such documents, instruments and papers and perform such acts as may be legally, properly and reasonably required or necessary for the purpose of changing, establishing, and perfecting a tradename or "Doing Business As (d.b.a.)" Name for the corporation within the State of Florida; said name to be changed from SMARTMEDIA, INC., to SMARTSPIFFS, INC., so as to allow for the receipt of a Certificate of Good Standing from the State of Florida. Nothing in this Resolution should be construed to be an acknowledgment by Phoneworks, Inc. of the superior right of any other person or entity to the use of the trademark, tradename or servicemark "Phoneworks" in the State of Florida or elsewhere, and this Resolution shall not be construed to be a diminution, waiver or release of the corporation's right to use the name "Phoneworks" as a tradename, trademark, or servicemark.

I, James Durning, Secretary of *PHONEWORKS, INC.*, a corporation of the State of New Jersey *CERTIFY* that the foregoing is a true copy of a Resolution as it appears in the records of the corporation and as was duly and legally adopted at a meeting of the Board of Directors of the corporation called for that purpose and held on July 2, 1998, pursuant to and in accordance with the Certificate of Incorporation and By-laws thereof, that it has not been modified, amended or rescinded, and is in full force and effect as of the date hereof.

Dated: July 6, 1998



Secretary