

P38107

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Talk.com Holding Corp. Changing Name to: Talk America, Inc.

0

300004085153--4

-04/27/01--01034--027

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

300004085153--4

-04/27/01--01034--026

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

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 27 PM 3:22

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

4/27/01

cjc

Order#: 4039176

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

N.C.
G. COULLIETTE MAY 03 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 27, 2001

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: TALK.COM HOLDING CORP.
Ref. Number: P38107

We have received your document for TALK.COM HOLDING CORP. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We are showing this to be a Foreign Profit corporation, you have submitted Non Profit application to amend. Please check this and send in the correct form for filing.

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 (850) 487-6903.

2001 APR -3 PM 11:05
TALLAHASSEE, FL
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

To: Cheryl Coulliette
Document Specialist

Letter Number: 301A00025067

*Correct Document Attached.
Please date for 4/27/01.
TKS!
Carol*

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Talk.com Holding Corp
Name of corporation as it appears on the records of the Department of State.

2. Pennsylvania Incorporated under laws of 3. March 24, 1992
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? April 11, 2001

5. Talk America 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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Aloysius T. Lawn IV
Signature

4/30/01
Date

Aloysius T. Lawn, IV
Typed or printed name

Executive Vice President
Title

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 27 PM 3:23

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

APRIL 19, 2001

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on April 11, 2001 for TALK.COM HOLDING CORP., a Pennsylvania corporation, incorporated May 17, 1989 whereby the corporate name was changed to TALK AMERICA INC.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Ditzinger

Secretary of the Commonwealth

DPOS