

P92000008895



ACCOUNT NO. : 072100000032

REFERENCE : 777399 3460C

AUTHORIZATION *Patricia Pizit*

COST LIMIT : \$ 87.50

ORDER DATE: April 10, 1998

ORDER TIME : 11:15 AM

ORDER NO. : 777399-005

CUSTOMER NO: 3460C

CUSTOMER: Claire Scott, Legal Assistant
Stewart Damsley Markus &
3rd Floor
1395 Brickell Avenue
Miami, FL 33131

500002485255--5

DOMESTIC AMENDMENT FILING

NAME: MACROVOICE CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
98 APR 10 PM 2:52
98 APR 10 PM 1:14
RECEIVED
SECRETARY OF STATE DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

4/10

Jon Amend.
C.C.

CERTIFICATE OF
AMENDMENT TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MACROVOICE CORPORATION

FILED
98 APR 10 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Fla.Stat. 607.1006, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- a) The name of the Corporation is MACROVOICE CORPORATION.
- b) The amendment to the Amended and Restated Articles of Incorporation are as follows:

- 1. Article III is amended to read as follows:

ARTICLE III.

- 1. The number of shares the corporation is authorized to issue shall be one million (1,000,000) shares with a par value of one cent (\$0.01) per share.

- c) The aforesaid amendment does not provide for a reclassification of the shares of capital stock previously authorized.

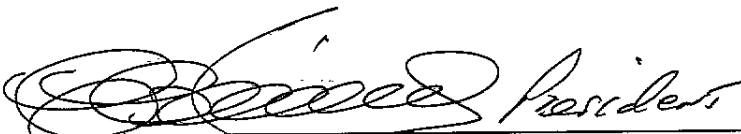
- d) The foregoing amendments were adopted as of the 30th day of March, 1998.

- e) The amendments were approved by action of the shareholders pursuant to Fla.Stat. 607.1003(b).

- f) The number of votes cast for the amendments by the shareholders was sufficient for the approval of the amendments.

In witness whereof this Certificate of Amendment was executed this 31st day of March,
1998.

MACROVOICE CORPORATION

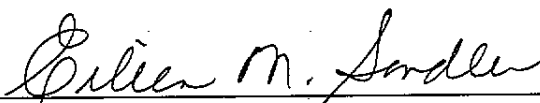
BY:  President
CARLOS C. FERNANDEZ, President

ATTEST BY:  Secretary
ISABEL S.B. FERNANDEZ, Secretary

STATE OF FLORIDA)
)ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of March, 1998,
by CARLOS C. FERNANDEZ, as President and ISABEL S.B. FERNANDEZ as Secretary of
MACROVOICE CORPORATION, a Florida corporation, on behalf of the corporation.




NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

Carlos & Isabel Fernandez are personally known to me.
Eileen Sandler