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March 17, 1999

VIA AIRBORNE EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32339

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*****43.75 *****43.75

Re: Filing of articles

Dear Sir or Madam:

Please find enclosed the Articles of Amendment to Articles of Incorporation of Larsen Cellular Communications, Inc. with the attached exhibit of the Unanimous Statement Manifesting Intention To Amend The Articles Of Incorporation Of Larsen Cellular Communications, Inc. I have provided you with a copy of the executed Articles of Incorporation to be certified and returned.

Also enclosed please my firm's check in the amount of \$43.75 for filing the amended articles and obtaining a certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please call me.

Sincerely,

Marcos R. Marchena
Marcos R. Marchena

*Amend
3-23-99
845*

Enclosures
cc: David Larsen
1-sec3.em

FILED
99 MAR 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LARSEN CELLULAR COMMUNICATIONS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Larsen Cellular Communications, Inc., a Florida corporation, by and through its President and Secretary David H. Larsen, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.0704 and 607.0821 of the Florida Statutes, all of the Directors and all of the Shareholders of Larsen Cellular Communications, Inc., signed on the 15th day of December, 1998, a written statement that certain amendment to the Articles of Incorporation of said corporation be adopted. Attached hereto as Exhibit "A" is such written statement entitled "UNANIMOUS STATEMENT MANIFESTING INTENTION TO AMEND THE ARTICLES OF INCORPORATION OF LARSEN CELLULAR COMMUNICATIONS, INC."

2. Articles VII, X, and XI of the Articles of Incorporation of said corporation shall be amended as set forth in Exhibit "A" hereto.

3. Except as modified by Exhibit "A" hereto, the Articles of Incorporation of said corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 15th day of December, 1998.

LARSEN CELLULAR
COMMUNICATIONS, INC.

By: [Signature]
DAVID H. LARSEN, President

ATTEST:


[Signature]
DAVID H. LARSEN, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 15th day of December, 1998 by David H. Larsen, as President and as Secretary of Larsen Cellular Communications, Inc., who is personally known to me.

[Signature]
Notary Public

My Commission Expires:

 Marcos R Marchena
My Commission CC700592
Expires January 1, 2002

**UNANIMOUS STATEMENT MANIFESTING INTENTION TO
AMEND THE ARTICLES OF INCORPORATION OF
LARSEN CELLULAR COMMUNICATIONS, INC.**

WHEREAS, the undersigned, being all of the Directors and all of the Shareholders of Larsen Cellular Communications, Inc., a corporation organized and existing under the laws of the State of Florida, and having its principal office in 2180 State Road 434 West, Suite 2130, Longwood, Florida 32779-5009, do hereby desire to manifest their intention to adopt an Amendment to the Articles of Incorporation of Larsen Cellular Communications, Inc., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned have executed this document pursuant to the provisions of Section 607.0704 and 607.0821 of the Florida Statutes for the purpose of expressing their unanimous intention and consent that the Articles be amended in the manner hereinafter set forth.

NOW, THEREFORE, the undersigned, and each of them, do hereby manifest their unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. Article VII entitled Shareholders shall be and is hereby deleted.
2. Articles X and XI of Articles shall be amended to provide in their entirety as follows:

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and a majority of the shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - Bylaws

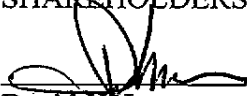
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of this corporation and any adoption, alteration, amendment or repeal shall require an affirmative vote of the holder of a majority of the stock issued and entitled to vote, unless all the directors and a majority of the shareholders of the voting stock sign a written statement manifesting their intention that certain amendment to the Bylaws be made.

Except as modified hereinabove, the Articles of Incorporation of said corporation, shall be

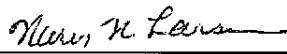
and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the Directors and all of the Shareholders of Larsen Cellular Communications, Inc., have hereunto subscribed his signature this _____ day of December, 1998, and do hereby direct that this Amendment shall be filed with the Department of State of the State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

SHAREHOLDERS

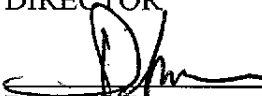


David H. Larsen



Hans H. Larsen

DIRECTOR



David H. Larsen