

P93000037385



ACCOUNT NO. : 072100000032
REFERENCE : 775390 80983A
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 APR -9 PM 1:29

ORDER DATE : April 9, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 775390-005

CUSTOMER NO: 80983A

900002483809--7
-04/09/98-01042-004
*****87.50 *****87.50

CUSTOMER: Robert F. Greene, Esq.
Greene Donnelly Schermer
Suite 400
1301 6th Avenue West
Bradenton, FL 34205

DOMESTIC AMENDMENT FILING

NAME: LONG DISTANCE INTERNATIONAL
INC.

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: CC

4-9-98
RECEIVED
98 APR -9 AM 11:32
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO
SECOND RESTATED ARTICLES OF INCORPORATION
OF
LONG DISTANCE INTERNATIONAL INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -9 PM 1:29

To the Department of State
State of Florida

Long Distance International Inc., a Florida corporation (the "Corporation"),
pursuant to Section 607.1006 of the Florida Business Corporation Act,

Does Hereby Certify:

First: At a meeting of the Board of Directors of the Corporation on March 20, 1998, the Board of Directors duly adopted resolutions setting forth a proposed amendment of the Second Restated Articles of Incorporation of Long Distance International Inc., and declaring said amendment to be advisable and directing that the amendment be submitted to the vote of the shareholders of the Corporation by written consent in lieu of a meeting of the shareholders of the Corporation.

Second: That all of the holders of record of the Corporation's Common Stock, Series A Preferred Stock, and the Series B Preferred Stock voting as separate classes were authorized to vote on the amendment and a majority of the holders of the outstanding shares of Common Stock, a majority of the outstanding shares of Series A Preferred Stock and a majority of the outstanding shares of Series B Preferred Stock by written consent in lieu of a meeting voted in favor of the amendment with such votes being sufficient to approve the amendment.

Third: That Article III, Section 2(b), be amended by inserting the following as subsection (3):

(3) Waiver; Subordination. The right of holders of Series B Preferred Stock to receive any dividend, distribution or other payment on or with respect to such Series B Preferred Stock shall be subject to such dividend, distribution or other payment being permitted by the terms of the Indenture and any claim of any such holder with respect to any payments in respect of such Series B Preferred Stock shall be subordinated in right of payment to the Notes and so long as any Notes are outstanding, no holder of Series B

Preferred Stock shall be entitled to receive any payments from the Corporation in respect of such securities except to the extent such payment would be permitted under the Indenture.

Fourth: That Article III, Section 5, be amended by inserting the following as subsection (m):

(m) Waiver: Subordination. The right of holders of Series B Preferred Stock to receive payment of the Series B Redemption Price or the Series B Required Redemption Price shall be subject to the payment of such Series B Redemption Price or Series B Required Redemption Price, as the case may be, being permitted by the terms of the Indenture and any claim of any such holder with respect to any payments in respect of such Series B Preferred Stock shall be subordinated in right of payment to the Notes and so long as any Notes are outstanding, no holder of Series B Preferred Stock shall be entitled to receive any payments from the Corporation in respect of such securities (or to request the Company to take any action) except to the extent such payment would be permitted under the Indenture.

Fifth: That Article III, Section 9, be amended by inserting the following immediately prior to the first colon in the first clause of the section:

"(provided that no such vote, written consent or other authorization or approval of the holders of the Series B Preferred Stock is required for the issuance and sale of the Units or any other actions taken by the Corporation in connection therewith)"

Sixth: That Article III, Section 1, be amended by adding the following at the end of the definition of "High Yield Debt Securities":

"Notwithstanding the foregoing, the Notes shall constitute High Yield Debt Securities."

Seventh: (a) That Article III, Section 1, be amended by deleting the definition of "1998 Operating Shortfall";

(b) That Article III, Section 1, be amended by deleting from the definition of "Exchange Event" the semicolon and all words thereafter.

(c) That Article III, Section 2(b)(1), be amended by deleting from the first sentence the semicolon and all words thereafter to the end of such sentence.

(d) That Article III, Section 5(d), be amended by deleting therefrom the semicolon and all words thereafter.

(e) That Article III, Section 5(l), be amended by deleting the first sentence and substituting therefor the following:

"Upon the occurrence of an Exchange Event that is not also a Redemption Event, the outstanding shares of the Series B Preferred Stock shall be redeemed by the Corporation."

Eighth: (a) That Article III, Section 1, be amended by adding the following:

"Indenture" shall mean the indenture relating to the Notes.

"Notes" shall mean the Senior Notes due 2008 contemplated by the Corporation's preliminary Offering Memorandum dated March 20, 1998.

(b) That Article III, Section 1, be amended by adding the following:

"Units" shall mean the Units, consisting of Notes and Warrants, contemplated by the Corporation's preliminary Offering Memorandum dated March 20, 1998.

(c) That Article III, Section 1, be amended by adding the following:

"Warrants" shall mean the Warrants to purchase Common Stock contemplated by the Corporation's preliminary Offering Memorandum dated March 20, 1998.

Ninth: That Article III, Section 2(a), be amended by adding the following at the end of the definition of "Specified Event" contained therein:

"provided however, that the issuance and sale of the Units shall not constitute a Specified Event.:

Tenth: That Article III be amended by adding the following section:

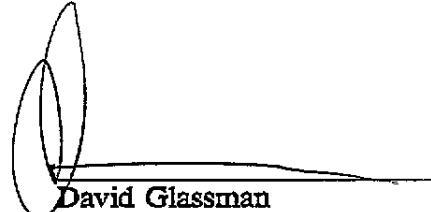
"Section 12. Miscellaneous. Notwithstanding any terms or provisions of this Certificate of Incorporation, there shall be no limitations or prohibitions on the authority and power of the Corporation to issue and sell the Units.

Eleventh: That Article III be amended by adding the following section:

"Section 13. Amendments. The provisions of the Certificate of Incorporation amended by these Articles of Amendment may not be amended in a manner adverse to the holders of the Notes without the consent of the holders of a majority of the outstanding Notes. The holders of the Notes shall have the right to enforce this Section 13 directly.

IN WITNESS WHEREOF, this instrument is subscribed by the undersigned.

Dated: March 20, 1998



David Glassman
President