

P93000037385

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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JUL 21 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Long Distance International, Inc P93-32385
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 7/21

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE JUL 21 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 21 AM 10:59

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Examiner's Initials

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

99 JUL 21 AM 11:37
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TALLAHASSEE, FLORIDA

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 July 13, 1999, the Board of Directors of the Corporation duly adopted resolutions setting forth a proposed amendment to the Second Restated Articles of Incorporation of Long Distance International Inc., as amended, and declaring said amendment to be advisable and directing that the amendment be submitted to the vote of the shareholders of the Corporation.

Second: That all of the holders of record of the Corporation's Common Stock, Series A and Series B Preferred Stock voting as separate classes were authorized to vote on the amendment and a majority of the outstanding shares of Common Stock and 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 of the Second Restated Articles of Incorporation is hereby amended by deleting the first three sentences of Article III and replacing it with the following:

Article III

The total number of shares which the Corporation shall have authority to issue is 277,600,000, consisting of 250,000,000 shares of common stock (the "Common Stock"), \$0.001 par value per share, and 27,600,000 shares of preferred stock (the "Preferred Stock"), \$0.001 par value per share. The Preferred Stock shall be comprised of: (i) Series A Preferred Stock ("Series A Preferred Stock"), consisting of 2,600,000 shares, (ii) Series B Preferred Stock ("Series B Preferred Stock"), consisting of 5,000,000 shares, and (iii) an additional 20,000,000 shares (the "Preference Stock") which may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation (the "Board of Directors"), each of which series of Preference Stock shall consist of such number of shares and have such designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such class or series of Preference Stock shall have such

voting powers, full or limited, or no voting powers, and such preferences and relative participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such Preference Stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series.

Fourth: That Article III, Section 1, be amended by deleting the definition of "Preferred Stock" and replacing it with the following:

"Preferred Stock", as used in Sections 1-13 of Article III, shall mean the Series A Preferred Stock and the Series B Preferred Stock, either individually or collectively as the context requires; when used in the introductory paragraph of this Article III, Preferred Stock shall mean the Series A Preferred Stock, the Series B Preferred Stock and the Preference Stock."

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

Dated: July 13, 1999


Elizabeth A. Tuttle
Chief Financial Officer