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ACCOUNT NO. : 072100000032
REFERENCE : 368987 7192932
AUTHORIZATION : *Patricia Pigute*
COST LIMIT : \$ 43.75

FILED
99 SEP -9 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 9, 1999

ORDER TIME : 11:42 AM

ORDER NO. : 368987-005

CUSTOMER NO: 7192932

600002982576--1

CUSTOMER: Gregory S. Vick, President
Pro-telecard
12550 Biscayne Boulevard
#703
Miami, FL 33181

DOMESTIC AMENDMENT FILING

NAME: AMERICAN PHONE CARD DISPENSING
CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

C. COULLIETTE SEP 09 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 SEP -9 PM 12:16
DEPARTMENT OF STATE
DIVISION OF CORPORATE REG
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
AMERICAN PHONE CARD DISPENSING CORP.**

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

1. The following individual was elected as the sole Officer and Director of the Corporation:

Joel Santucci – Director/President/Vice-President/Secretary/Treasurer

2. The foregoing amendment was adopted on August 27, 1999.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment, this
8th day of September, 1999.


Printed Name and Title:

Gregory S. Vick President
Printed Name and Title:

