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February 26, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

97 MAR -3 PM 2:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: ARTICLES OF AMENDMENT OF PINNACLE COMMUNICATIONS, INC.

Enclosed are the original Articles of Amendment to Articles of Incorporation of Pinnacle Communications, Inc.

Also enclosed is a check in the amount of \$35.00 representing the filing fee for the amendment.

If you have any questions, please do not hesitate to contact our office.

Yours truly,

Nancy L. Healey CLA Paralegal to
David P. Johnson

Enclosure

Amend

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-03/03/97--01131--006
*****35.00 *****35.00

VS MAR 6 1997

FILED
97 MAR -3 PM 2:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PINNACLE COMMUNICATIONS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: ARTICLE III shall be replaced in its entirety with the following:

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is One Million (1,000,000) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

SECOND: The date of adoption of the amendment was the 14th day of February, 1997.

THIRD: The Amendment was adopted by the Board of Directors and approved by a unanimous vote of the Shareholders.

Dated this 25th day of February, 1997.

PINNACLE COMMUNICATIONS, INC.

By: _____

TODD L. MAYO

Its: _____

President

Sole Director

Sole Shareholder