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NAME: INTERACTIVE TELECARD SERVICES, INC.

AUDIT NUMBER.....H97000010727

DOC TYPE.....BASIC AMENDMENT

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**ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF
INTERACTIVE TELECARD SERVICES, INC.
a Florida Corporation**

Pursuant to Sections 607.1003 and 607.1006, Florida Business Corporation Act,
INTERACTIVE TELECARD SERVICES, INC., a Florida corporation, hereinafter
referred to as the "Corporation," files these Articles of Amendment.

1. Article FIRST of the Articles of Incorporation of Corporation is amended to
read as follows:

ARTICLE I

Name

The name of the corporation is: **ITS HOLDINGS, INC.**

2. The Board of Directors recommended the above amendment to the
shareholders at a meeting held on June 3, 1997. The above amendment was adopted and
approved by the shareholders of the Corporation at a duly called and noticed meeting held on
June 4, 1997, at which the number of votes cast for the amendment by the Shareholders was
sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has
executed these Articles of Amendment as of June 12, 1997.


Claire Weintraub-Ceballos, President

Prepared by:
James P. Moskonky, Esq.
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