

P 94 0000 55754
PCS TELECOM
.....your connection to the future

FILED
97 SEP 15 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/18/97

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

RE: Articles of Amendment of Articles of Incorporation of PCS Telecom, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$35.00 and an Articles of Amendment of Articles of Incorporation of PCS Telecom, Inc.. Please amend the Articles of Incorporation stated.

Very truly yours,



James L. Green
Legal Counsel

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Corporate Headquarters:
304 Tequesta Drive • Tequesta, Florida 33469 • 561/745-1688 • Fax:561/745-1169 • www.pcstelecom.com

Our goal is to establish our company as the premier voice processing company in the world. To do this we must earn the continuing loyalty of customers by providing them with voice solutions which they acknowledge to be of superior value and exceptional performance surpassing all expectations.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1997

JAMES L. GREEN, LEGAL COUNSEL
PCS TELECOM
304 TEQUESTA DR.
TEQUESTA, FL 33469

SUBJECT: PCS TELECOM, INC.
Ref. Number: P94000055754

We have received your document for PCS TELECOM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call 850-487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 497A00043201

RECEIVED

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DIVISION OF CORPORATIONS

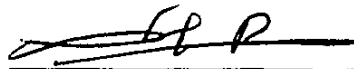
**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
PCS TELECOM, INC.
(FS §§607.1001, 607.1004, 607.1006, 607.1009)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

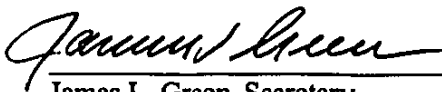
The following provision of the Articles of Incorporation of PCS Telecom, Inc., a Florida corporation, filed in Tallahassee on July 24, 1994, be and they hereby are amended in the following particulars:

1. The name of the corporation is PCS Telecom, Inc..
2. The text of the amendment adopted is as follows: Article II. Address. "The mailing address of the Corporation is : 304 Tequesta Drive, Tequesta, Florida 33458.
3. The text of the amendment adopted is as follows: Article V. Board of Directors. "The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law."
4. The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.
5. The date of adoption of this amendment was the 14th day of August, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 14th day of August, 1997.



Mark H. Balentine, President



James L. Green, Secretary