

P94000055754

LAW OFFICES  
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April 9, 1998

Secretary of State  
Capitol PL-02  
Tallahassee, FL 32399-0250

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-04/15/98--01058--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

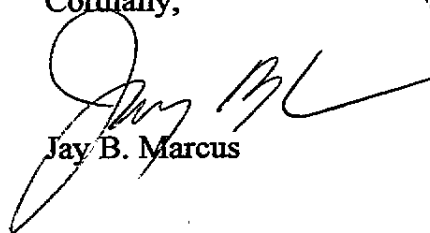
Ladies and Gentlemen:

I am enclosing Articles of Amendment to the Articles of Incorporation of PCS Telecom, Inc. along with our check in the amount of \$35 to cover the filing fee.

Will you please file these Articles of Amendment as promptly as possible.

Cordially,

Jay B. Marcus



JBM/sc

Enc.

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FILED  
98 MAY -4 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.

VS MAY 6 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 22, 1998

JAY B. MARCUS  
504 NORTH 4TH ST., STE. 105  
FAIRFIELD, IA 52556

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):

The date of adoption of each amendment must be included in the document.

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 098A00021610

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April 30, 1998

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314  
Attn: Velma Shepard

Re: PCS Telecom, Inc.; Reference No. P94000055754

Dear Ms. Shepard:

Please find the Articles of Amendment to the Articles of Incorporation of PCS Telecom, Inc. I have supplied the information that you requested. Please call if you have any questions.

Thank you for your attention to this matter.

Very truly yours,



Mark A. Thompson

MAT/re  
Enc.

c:\telegrou\florida.ltr

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

PCS TELECOM, INC.

FILED  
98 MAY -4 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

"The Corporation shall have the authority to issue a total of 20,000,000 shares of common stock. As of the date hereof, the shares of the Corporation shall have no par value. The outstanding shares of the Corporation are hereby divided on the basis of 20,000 to 1. Each share of common stock outstanding is automatically changed into 20,000 shares of common stock."

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

All shareholders holding pre-division shares may surrender the certificate(s) representing said shares to the Secretary of the Corporation and receive in exchange therefore, upon cancellation of such certificate(s), a new certificate for the number of shares resulting from the division of shares accomplished hereby.

**THIRD:** The date of each amendment's adoption: April 8, 1998

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

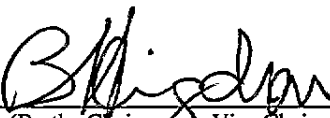
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8<sup>th</sup> day of APRIL, 19 98

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Bud Higdon, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title