

COVE & ASSOCIATES, P.A.

Business Law • Litigation • Trade Regulation

ANDREW N. COVE
DIRECTOR, LORRA
HILL, ESQ.
OF COUNSEL
ROBERT M. WORMAN

94000061009

November 19, 2001

Via U.S. Mail

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

800004693388--5
-11/26/01--01062--014
*****35.00 *****35.00

**Re: Ameritel Payphone Distributors, Inc.
Amendment to Articles of Incorporation/ Resignation of Officer/Director**

Our File No.: 98-0240

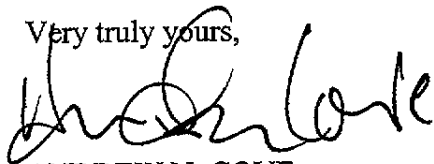
Dear Sir or Madam:

Please be advised that our office represents the above-referenced company in this matter. Enclosed please find Ameritel's Amendment to its Articles of Incorporation, along with the applicable \$35.00 fee, payable to the Division of Corporations.

Said Amendment, along with the enclosed resignation letter executed by Roy B. Goodman, reflects Roy B. Goodman's resignation of any and all positions he held with Ameritel, including but not limited to, his position as Officer, Director, Shareholder, Employee or otherwise.

Should you have any further questions concerning the foregoing, please do not hesitate to contact me.

Very truly yours,


ANDREW N. COVE

Cc: Ameritel Payphone Distributors, Inc.

Enclosures

FILED
01 NOV 26 PM 3
TALLAHASSEE, FL 32314

94000061009
Amend on
11-26-01

ARTICLES OF AMENDMENT

AMERITEL PAYPHONE DISTRIBUTORS, INC.

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

1. Article VI is hereby amended to read as follows:

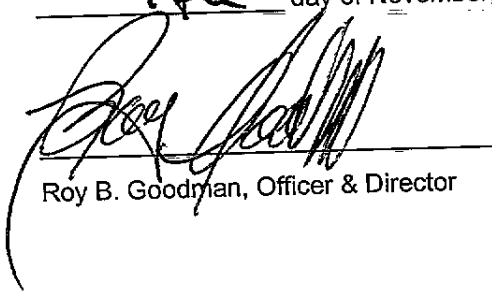
KIMBERLY MATALON is elected President, Secretary, Treasurer and sole Director, 3719 Battersea Road, Coconut Grove, FL 33133

2. The foregoing amendment was adopted on November 7, 2001.

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

7th day of November, 2001.


Roy B. Goodman, Officer & Director

FILED
01 NOV 26 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA