

P95000004116

AFFILIATED COMMUNICATIONS INTEGRATORS CORP.

Suite 107
4707 140th Avenue, North
Clearwater, Florida 33726
Telephone: (727) 530-4800
Facsimile (727) 530-4707
July 15, 1998

FILED
98 JUL 24 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

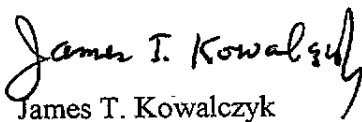
Re: Affiliated Communications Integrators Corp.
a Florida for profit corporation
File # P95000004116
Amended Articles of Incorporation

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Amendment of the Articles of Incorporation of the above-referenced for profit corporation and a company check for the filing fee of \$35.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call **Jackson L. Morris, the company attorney, at (813) 874-8854.**

Very truly yours,


James T. Kowalczyk
President

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*****35.00 *****35.00

V8 JUL 28 1998

Enclosures

Amend.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AFFILIATED COMMUNICATIONS INTEGRATORS CORP.**

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Pursuant to the provisions of §607.1003(6), Fla. Stat., the Florida Business Corporation Act, Affiliated Communications Integrators Corp. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is Affiliated Communications Integrators Corp.
2. This Amendment to the Articles of Incorporation was duly approved and adopted on June 22, 1998, by a vote of the sole stockholder, pursuant to §607.0726, Fla. Stat., by written consent without a meeting, pursuant to §607.0704, Fla. Stat., upon the recommendation of the board of directors, being sufficient in all respects for approval hereof.
3. The corporation has thirty-five or fewer stockholders.
4. Article IV of the Corporation's Articles of Incorporation be, and it hereby is, deleted and amended in its entirety to read, as follows:

ARTICLE IV-CAPITAL STOCK

The authorized capital stock of the Corporation shall be Sixty Million (60,000,000) Shares divided into Fifty Million (50,000,000) Shares of Common Stock, Five Million (5,000,000) Shares of Class A Preferred Stock and Five Million (5,000,000) Shares of Class B Preferred Stock; provided, that before any shares of the Preferred Stock are issued, the Articles of Incorporation of the Corporation, as amended, shall be further amended by the vote or approval of the board of directors (without the need for a vote or approval of the stockholders) to set forth the further designations, relative rights, limitations, preferences and other features of such shares as permitted by Florida law.

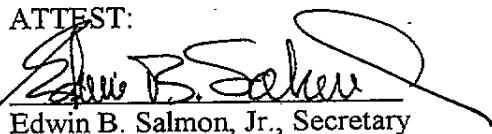
5. Except as provided herein, the Articles of Incorporation of the Corporation shall be and remain unchanged.

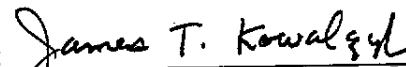
IN WITNESS WHEREOF, the undersigned, James T. Kowalczyk, President of Affiliated Communications Integrators Corp., has executed the within Articles of Amendment this 22nd day of June, 1998 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

(CORPORATE SEAL)

Affiliated Communications Integrators Corp.

ATTEST:


Edwin B. Salmon, Jr., Secretary

By: 
James T. Kowalczyk, President