

P95000004116

FIBEROPTIC HOLDING, INC.

Suite 202
28050 U.S. Highway 19 North
Clearwater, Florida 34621

August 31, 1998

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

Re: FiberOptic Holding, Inc.
a Florida for profit corporation
Amended Articles of Incorporation

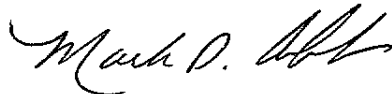
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98 SEP -4 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Amendment of the Articles of Incorporation of the above-referenced new, for profit corporation and a company check for the filing fee in the amount 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,



Mark D. Cobb
President

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

NOTE - THE ADDRESS HAS ALSO CHANGED AS REFLECTED
ABOVE.

THANK YOU

Enclosures

MDC

N.C.
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CC

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FIBEROPTIC HOLDING, INC.**


Pursuant to the provisions of §607.1003(6), Fla. Stat., the Florida Business Corporation Act, FiberOptic Holding, Inc., does hereby amend its Articles of Incorporation as follows:


1. The name of the corporation is FiberOptic Holding, Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted, in accordance with §607.1003, Fla. Stat., on August 31, 1998, by written consent without a meeting by of the holder of a majority of the Corporation's issued and outstanding Common Stock, as permitted by §607.0704, Fla. Stat., upon the recommendation of the Corporation's Board of Directors, being sufficient in all respects for approval hereof.
3. Article I of the Corporation's Articles of Incorporation be, and it hereby is, amended to change the name of the Corporation to Intelicom International Holding, Inc.
4. Except as provided herein, the Articles of Incorporation, as previously amended, of the Corporation shall be and remain unchanged.

IN WITNESS WHEREOF, the undersigned, Mark D. Cobb, President of Affiliated FiberOptic Holding, Inc., has executed the within Articles of Amendment this 31st day of August, 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.

FiberOptic Holding, Inc..

ATTEST:


Mark D. Cobb, Secretary

By: 
Mark D. Cobb, President

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