

P95000004116

Mark D. Cobb

Requestor's Name
28050 U.S. Highway 19 N. Suite 202
Address
Clearwater FL 34621
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #) 100002656921--9
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4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 OCT -6 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 9 1998

EXHIBIT "A"

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTELCOM INTERNATIONAL HOLDING, INC.

FILED
98 OCT -6 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0602, Fla. Stat., the Florida Business Corporation Act, Intelicom International Holding, Inc. does hereby amend its Articles of Incorporation, as amended, as follows:

1. The name of the corporation is Intelicom International Holding, Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted, in accordance with §607.0821, Fla. Stat., on October 6, 1998, by written consent without a meeting by sole director of the Corporation.
3. Article IV of the Corporation's Articles of Incorporation be, and it hereby is, amended (i) to cancel the Class A Non-Voting Preferred Stock, Series 1, as designated by Articles of Amendment filed on July 28, 1998, returning such Series 1 shares to authorized, unissued and undesignated Class A Preferred Stock; and, (ii) to designate two hundred thousand (200,000) shares out of the five million (5,000,000) shares as Class A Convertible Preferred Stock, Series "2", of which each share (a) has a par value and liquidation value of \$2.50, (b) is convertible into one share of the Corporation's common stock beginning sixty days following the first day the Corporation's common stock is approved admitted for quotation on the OTC Bulletin Board, and for fifteen months thereafter, upon thirty days' written notice of conversion, (c) is entitled to one vote on each matter submitted to a vote of the holders of the common stock, voting together with the common stock as a single voting group but not voting as a separate class, (d) is entitled to receive a priority dividend, which will be paid by the Corporation prior to the payment of any and in the same amount of any dividend on the Corporation's common stock, and (e) is subject to mandatory cash redemption, upon thirty days' written demand for redemption by the holders thereof, by the Corporation, at par value, beginning sixty days following the first day the Corporation's common stock is approved for quotation on the OTC Bulletin Board, and for fifteen months thereafter; provided, that no class or series of preferred stock issued by the Corporation subsequent to the issue of the Class A Convertible Preferred Stock, Series "2", shall have a liquidation right which has priority as to payment over the Class A Convertible Preferred Stock, Series "2", and that in the event any such class or series of such preferred stock has a shorter period before conversion or before redemption, the period before conversion or before redemption, as the case may be, of the Class A Convertible Preferred Stock, Series "2", shall be reduced to such shorter period applicable to such other shares of preferred stock.
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 Intelicom International Holding, Inc., has executed the within Articles of Amendment this 6th day of October, 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.

Intelicom International Holding, Inc.

ATTEST:

By: Mark D. Cobb
Mark D. Cobb, President

By: Mark D. Cobb
Mark D. Cobb, Secretary

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS
IN LIEU OF A SPECIAL MEETING
INTELICOM INTERNATIONAL HOLDING, INC.**

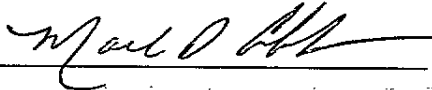
THE UNDERSIGNED, being the sole director of Intelicom International Holding, Inc., a Florida corporation, does hereby take, adopt, and approve, pursuant to §607.0821, Fla. Stat., this action in writing and without a meeting in lieu of a special meeting:

RESOLVED, that the Articles of Incorporation, as amended, be, and pursuant to §607.0602, Fla. Stat., they hereby are amended as set forth in Exhibit "A", to cancel the Class A Non-Voting Preferred Stock, Series 1, returning such Series 1 shares to authorized, unissued and undesignated Class A Preferred Stock and to designate 200,000 shares of such Class A Preferred Stock as Class A Convertible Preferred Stock, Series 2.

The foregoing constitutes a complete record of actions taken, adopted, approved, ratified and confirmed by all the directors of the Corporation.

DATE: DIRECTOR:

October 6, 1998



Mark D. Cobb