

P95000011071

**Document Number Only**

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

FILED  
JUL 19 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

800002934628--7  
-07/19/99--01047--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**CORPORATION(S) NAME**

Net-Tel Corporation

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

07/19/99

C. COULLIETTE JUL 19 1999

RECEIVED  
JUL 19 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 19 PM 1:18  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF AMENDMENT

OF

### NET-TEL CORPORATION (THE "CORPORATION")

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS NET-TEL CORPORATION.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE AMENDED BY ADDING AN ARTICLE NUMBERED Eleventh SO THAT, SAID ARTICLE SHALL READ AS FOLLOWS:

"ELEVENTH:

(a) The Corporation shall indemnify to the fullest extent authorized by the laws of the State of Florida, any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof. Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in the laws of the State of Florida. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, (2) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to such action, suit or proceeding. (3) By independent counsel (A) selected by the Board of Directors prescribed in Subsection (1) or the committee prescribed in Subsection (2); or (B) if a quorum of the Directors cannot be obtained for Subsection (2), selected by majority vote of the full Board of Directors (in which Directors who are parties may participate), (4) By the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding or, if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such action, suit or proceeding, or (5) By such other means as may now or hereafter be permitted pursuant to the laws of the State of Florida. Such counsel shall exercise due care in such opinion and shall have no further duty or liability with respect thereto. Expenses (including attorneys' fees) incurred in

defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth above that the director or officer met the applicable standard of conduct set forth in the laws of the State of Florida, or as authorized by the Board of Directors in the specified case, and in either event upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as set forth herein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-laws, agreement vote of shareholders or of disinterested directors or otherwise, and such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

" (b) Without limiting the generality of the provisions of Section (a) of this Article ELEVENTH, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under Section 607.0850 of the Business Corporation Act or any other provision of law."

THIRD: THE AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE CORPORATION SET FORTH ABOVE WERE ADOPTED ON July 16, 1999.

FOURTH: THE NUMBER OF VOTES CAST FOR THE AMENDMENT BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL.

[SIGNATURE PAGE FOLLOWS]

SIGNED ON: JULY 16, 1999

NET-tel Corporation

By: Thomas Lera

Name: Thomas Lera

Its: Secretary