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Document Number Only

CT Corporation System
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CORPORATION(S) NAME

_____ *Amend*

NETtel Corporation

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| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopies | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <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 | | |

FILED
00 JUL 18 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 JUL 18 AM 11:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____ 07/18/00
Availability 7/18/00
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Examiner AOE
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Verifier _____
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W.P. Verifier _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NETTEL CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DETERMINATION OF RIGHTS, PREFERENCES
PRIVILEGES AND RESTRICTIONS OF SERIES A PREFERRED SHARES**

Pursuant to the provisions of Section 607.0602 of the Florida Business Corporation Act, NETtel Corporation (the "Corporation") adopts the following Articles of Amendment to the Articles of Incorporation:

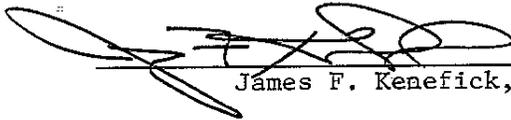
1. The name of the corporation is NETtel Corporation.
2. Article numbered Fifth of the Articles of Incorporation of the Corporation is amended by adding paragraph 2 to read as follows:
 2. Of the authorized preferred shares of this corporation, two thousand (2,000) shares shall be designated Series A Preferred Shares and shall have the following powers, designations, preferences and relative, participating, optional and other rights, and the qualifications, limitations and restrictions thereof, of such series of shares as follows:
 - (a) Voting Rights. So long as any shares of Series A Preferred Shares shall be issued and outstanding, the Corporation shall not, without first obtaining the written consent or affirmative vote of the holders of at least 66 2/3% of the then outstanding shares of Series A Preferred Shares, given in writing or by vote at a meeting, voting separately as a class, commence a voluntary proceeding seeking liquidation, reorganization, or other relief with respect to itself or its debts under any bankruptcy, insolvency, or other similar law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, custodian, or other similar official of it or a substantial part of its property or consent to any such relief or to the appointment of or taking possession by any such official in an involuntary case or other proceeding commenced against it or make a general assignment for the benefit of creditors or generally fail to pay its debts as they become due or take any corporate action to authorize any of the foregoing.
 - (b) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (a "Liquidation"), the holders of shares of Series A Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders within thirty (30) days of the close of such Liquidation, before any payment shall be made to the

holders of Junior Securities, an amount per share in cash equal to the Purchase Price paid for the Series A Preferred Shares (the "Liquidation Payment"). If upon any such Liquidation the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Series A Preferred Shares the full amount to which they shall be entitled, the holders of shares of Series A Preferred Shares and any class or series of shares ranking on Liquidation on a parity with the Series A Preferred Shares shall share ratably in the distribution of the entire remaining assets and funds of the Corporation legally available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(c) Except as set forth in paragraph 2(a) and paragraph 2(b) above, the holders of Series A Preferred Shares shall not be entitled to any other rights with respect to the shares of the Corporation, including voting rights of, or distributions from, the Corporation.

4. The foregoing amendment was adopted on July 17, 2000.
5. The foregoing amendment was duly adopted by the board of directors and shareholder action was not required.

Dated: July 17, 2000


James F. Kenefick, President