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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS  
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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036  
CONTACT: KAREN L DIDEA  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: AMERICAN COMMUNICATION TECHNOLOGIES, INC.

AUDIT NUMBER.....H98000015528

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 2

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ATTORNEY: 427

CLIENT: 047061

MATTER: 60262

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
August 20, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE  
Direct Dial: 407/418-6203

8/20

Amendment  
08-20-98  
DC

FILED  
98 AUG 20 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H98000015528

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
AMERICAN COMMUNICATION TECHNOLOGIES, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is American Communication Technologies, Inc. (hereinafter referred to as the "Corporation").
2. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**ARTICLE IV  
CAPITAL STOCK**

A. Authorized Shares. This corporation is authorized to issue one hundred thousand (100,000) shares of common stock. Such shares shall be of single class and shall have no par value.

B. Share Division. On the date of the filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida, the sixty-six and two-third (66⅔%) issued and outstanding shares of the Corporation's previously authorized common stock, no par value ("Old Common Stock"), shall thereby and thereupon be divided, classified and converted into eight thousand (8,000) validly issued, fully paid and nonassessable shares of common stock of the Corporation ("Common Stock") reflecting a conversion ratio of one hundred twenty (120) shares of Common Stock for one (1) share of Old Common Stock. Each certificate that heretofore represented issued and outstanding shares of Old Common Stock shall now represent the number of shares of Common Stock into which the shares of Old Common Stock represented by such certificate were divided, reclassified and converted; provided, however, that each person holding of record a stock certificate or certificates that represented outstanding shares of Old Common Stock shall receive, upon surrender of each such certificate or certificates, a new certificate or certificates evidencing or representing the number of shares of Common Stock to which such person is entitled.

3. The foregoing amendment was adopted by all of the directors of the Corporation by written consent dated the 14th day of August, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and by all of the shareholders of the Corporation by written consent dated the 14th day of August, 1998, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

This document was prepared by:

James H. Hoctor, Esquire

037044/59951/91311-1

Florida Bar Number: 865494  
Lowndes, Drosdick, Foster, Kantor & Reed, P.A.  
P. O. Box 2209  
Orlando, Florida 32802-2209  
(407) 843-4600

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4. There was not more than one voting group entitled to vote separately on the amendment set forth herein.

5. The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of these Articles of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

Dated this 14th day of August, 1998

AMERICAN COMMUNICATION  
TECHNOLOGIES, INC., a Florida  
corporation

By: 

Jerry E. Perkins, President/Director