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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)561-1025

FAX #:

NAME: STARLINK TELECOMMUNICATIONS TECHNOLOGIES, IN AUDIT
NUMBER.....H97000016615 DOC TYPE.....BASIC AMENDMENT CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....1 DEL.METHOD.. FAX EST.CHARGE..
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TALLAHASSEE, FLORIDA

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97 OCT -8 AM 10:15

DIVISION OF CORPORATIONS

Amendment
10/8/97
DC

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FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

FILED
97 OCT -8 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
of
STARLINK TELECOMMUNICATIONS TECHNOLOGIES, INC.**

Pursuant to the provisions of sections 607.1001 and 607.1006, Florida Statutes, the undersigned corporation adapts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

Article III of the Articles of Amendment of the company shall be as follows:

The aggregate number of shares of stock that the corporation shall have authority to issue and to have outstanding at any one time is 1,000,000 shares of common stock at \$0.001 per value per share. Preferred stock may be created and issued, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such preferred stock adopted by the Board of Directors pursuant to the authority in this paragraph given.

SECOND: Amendment adopted:

Article V of the Articles of Amendment of the company shall be deleted.

THIRD: Amendment adopted:

Article VI of the Articles of Amendment of the company shall be deleted.

FOURTH: Amendment adopted:

Article VII of the Articles of Amendment of the company shall be deleted.

FIFTH: Amendment adopted:

Article XI of the Articles of Amendment of the company shall be as follows:

The number of directors of the corporation shall be fixed by the bylaws of the corporation

LAW PRACTICE OF SCOTT L. LAMPERT, P.A.
1701 WEST HILLSBORO BLVD. SUITE 302
DEERFIELD BEACH, FLORIDA 33442
954-571-9920----BAR # 0085642

HA70000/6615

SIXTH: Amendment adopted:

Article XII of the Articles of Amendment of the company shall be as follows:

The registered agent of the corporation is Scott L. Lampert, Esq. The street address of the corporation's registered office is 1701 West Hillsboro Blvd. Suite 302, Deerfield Beach, FL 33442.

SEVENTH: Amendment adopted:

Article XIII of the Articles of Amendment of the company shall be as follows:

The principal place of business and mailing address of this corporation shall be:

Starlink Telecommunications Technologies, Inc.
P.O. Box 7041
Boca Raton, FL 33431

EIGHTH: Amendment adopted:

Article XIV of the Articles of Amendment of the company shall be added as follows:

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

NINTH: The date of adoption of these amendments was: August 14, 1997

TENTH: Adoption of Amendment

Pursuant to section 607.1005, Florida Statutes, the amendment was adopted by the board of directors of Starlink Telecommunications Technologies, Inc without shareholder action. To date, the corporation has not yet issued shares and, therefore, shareholder action is not required.

Dated: August 14th, 1997


Jian Gebetani, Director

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0301, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is Starlink Telecommunications Technologies, Inc.

The name and address of the registered agent and office is:

Scott L. Lampert, Esq.
1701 West Hillsboro Blvd.
Suite 302
Deerfield Beach, FL 33442

Jean Goleseani
Jean Goleseani, Director

August 14th 1997
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT TO AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Scott L. Lampert
Scott L. Lampert, Esq., Registered Agent
Date: 8/14/97

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