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ESTATES LAWYER

December 31, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/05/98--01085--004
*****35.00 *****35.00

RE: ARTICLES OF AMENDMENT OF WORLDNET COMMUNICATIONS LTD., INC.

Enclosed are original Articles of Amendment to Articles of Incorporation of Worldnet Communications Ltd., Inc.

Also enclosed is a check in the amount of \$35.00 representing the filing fee for the amendment.

If you have any questions, please do not hesitate to contact our office.

Yours truly,

Nancy

Nancy L. Healey CLA Paralegal to
David P. Johnson

Enclosures

FILED
98 JAN -5 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend

Dec 1/9

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WORLDNET COMMUNICATIONS LTD., INC.

FILED
98 JAN -5 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: ARTICLE I shall be replaced in its entirety with the following:

ARTICLE I

The name of the corporation ("Corporation") is SECURITY CAPITAL CORPORATION.

SECOND: ARTICLE III shall be replaced in its entirety with the following:

ARTICLE III

The maximum number of shares this Corporation is authorized to issue is One Million (1,000,000) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

THIRD: The date of adoption of the amendment was the 31st day of December, 1997.

FOURTH: The Amendment was adopted by the Board of Directors and approved by a unanimous vote of the Shareholders.

Dated this 31st day of December, 1997.

WORLDNET COMMUNICATIONS LTD., INC.

By: _____

TODD L. MAYO

Its: President
Sole Director
Sole Shareholder

Corptran/WNetArtAmend