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P95000093582

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FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NETSPEAK CORPORATION

AUDIT NUMBER.....H98000012275

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment

7/2/98

PC

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NETSPEAK CORPORATION**

H98000012275

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Second Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is NETSPEAK CORPORATION (the "Corporation"), Charter #P95000093582, filed on December 8, 1995.

2. The following Amendment to the Articles of Incorporation to increase the number of authorized shares of the Company's Common Stock from an aggregate of 25,000,000 shares to an aggregate of 75,000,000 shares was adopted by all of the Directors of the Corporation on June 18, 1998 and by the Shareholders of the Corporation, the number of votes cast being sufficient for approval on June 18, 1998 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that Article III of the Corporation's Articles of Incorporation amended in its entirety to read as follows:


ARTICLE III

The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is Seventy Six Million (76,000,000), consisting of (i) Seventy Five Million (75,000,000) shares of common stock, and (ii) One Million (1,000,000) shares of preferred stock, par value \$.01 per share (the "Preferred Stock");

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Chairman of the Board and the Chief Executive Officer of the Corporation, has executed these Second Articles of Amendment to Articles of Incorporation of NetSpeak Corporation this ___th day of June, 1998.

NETSPEAK CORPORATION
a Florida corporation

BY: 
Stephen R. Cohen, Chairman of the
Board and Chief Executive Officer

THIS INSTRUMENT PREPARED BY:
DALE S. BERGMAN, P.A.
BROAD AND CASSEL
FL BAR NO. 0558000
201 S. Biscayne Blvd., Suite 3000
Miami, FL 33131
(305) 373-9454

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