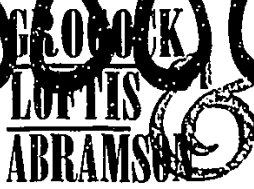


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Corporate, Securities and Franchise Law

February 29, 1997

VIA CERTIFIED MAIL
RETURN RECEIPT NO: P 147 407 738

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

500002104095--6
-03/04/97--01113--002
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation of Social Telecom, Inc.

Ladies and Gentlemen:


Enclosed for filing is a manually signed Articles of Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a duplicate copy of the same to be date-stamped and returned to us. A stamped, self-addressed envelope has been provided for your convenience.

In addition, enclosed is our firm's check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

SUZAN A. ABRAMSON, P.A.

By: 
Suzan A. Abramson

SAA/lms
Enclosures

cc: Mr. J. Patrick Miller

forms/articles of amend ltr

SH 3/6
Amend.

FILED
97 MAR -4 PM 12: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SOCIAL TELECOM, INC.**

Social Telecom, Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows:

1. Article IV of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE IV. CAPITAL STOCK

(a) The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.001 per share.

(b) All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive."

2. Each share of the corporation's common stock, \$1.00 par value, outstanding on the effective date of these Articles of Amendment shall, without any action on the part of the holder thereof, be converted into one share of common stock of the corporation, \$.001 par value per share.

3. The foregoing Amendment was adopted on February 28, 1997, by the corporation's Board of Directors and was approved by the shareholders of the corporation by written consent pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.

4. Except as modified hereby, the Articles of Incorporation of the corporation shall remain in full force and effect.

Dated this 28 day of February, 1997.

SOCIAL TELECOM, INC.

By: _____

J. Patrick Miller, President

FILED
57113-4 P112:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA