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PROGRESSIVE TELECOMMUNICATIONS

P.O. BOX 520334

LONGWOOD, FL 32752-0334

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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97 DEC 15 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL DEC 18 1997

Examiner's Initials

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PROGRESSIVE TELECOMMUNICATIONS CORPORATION
(a Florida Corporation)**

FILED
97 DEC 15 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following resolution was duly adopted by the Board of Directors of Progressive Telecommunications Corporation, a Florida Corporation (the "Corporation"), pursuant to provisions of Florida Statute 607.0602(4) on November 14, 1996.

RESOLVED, that pursuant to the authority vested in the Board of Directors of the Corporation by Article IV of the Corporation's Articles of Incorporation, as amended, and pursuant to the provisions of F.S. 607.0602(4), a Series of Preferred Stock of the Corporation be, and it hereby is, created out of the authorized but unissued shares of the capital stock of the Corporation, such series to be designated Nonvoting Cumulative Convertible Preferred Stock (the "Preferred Stock"), to consist of 250,000 shares, par value \$.01 per share, of which the preferences, relative and other rights and the qualifications, limitations or restrictions thereof, shall be (in addition to those set forth in the Corporation's Articles of Incorporation, as amended) as follows:

1. Certain Definitions. Unless the context otherwise requires, the terms defined in this Paragraph 1., shall have, for all purposes of this resolution, the meanings herein specified.

1.1. Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of the Corporation's presently authorized class of Common Stock, par value \$.01 per share, which has the right (subject always to prior rights of any class or series of Preferred Stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to the per share amount.

1.2. Conversion Date. The term "Conversion Date" shall have the meaning set forth in Paragraph 4., below.

1.3. Effective Date. The term "Effective Date" shall mean the effective date of the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

1.4. Issue Date. The term "Issue Date" shall mean, as to any share of Preferred Stock, the date such share is issued by the Corporation to any holder thereof.

1.5. Junior Stock. The term "Junior Stock" shall mean any class or series of stock (including Common Stock) of the Corporation not entitled to receive any dividends in any dividend period unless all dividends, if any, required to have been paid or declared and set apart for payment on shares of preferred stock shall have been so paid or declared and set apart for payment, and not entitled to receive any assets upon liquidation, dissolution or winding up of the affairs of the Corporation until all preferred stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

1.6. Parity Stock. The term "Parity Stock" shall mean any class or series of stock of the Corporation entitled to receive payment of dividends, if any, on a parity basis with the Preferred Stock or entitled to receive assets upon liquidation, dissolution or winding up of the affairs of the Corporation on a parity basis with the Preferred Stock.

1.7. Senior Stock. The term "Senior Stock" shall mean any class or Series of stock of the Corporation authorized by the Board of Directors ranking senior to the Preferred Stock in respect to the right to receive dividends or in respect of the right to participate in any distribution upon liquidation, dissolution or wind up of the affairs of the Corporation.

1.8. Stated Value. The Stated Value of each share of Preferred Stock shall be \$.50 if issued by the Corporation prior to February 21, 1997, and if issued by the Company subsequent to February 20, 1997, and prior to April 14, 1997, the stated value shall be \$1.00, and the stated value after April 13, 1997, shall be \$3.00.

2. Dividends. The Preferred Stock shall entitle the holder of record thereof as of any record date therefore to receive when and if declared by the Board of Directors,, out of any funds legally available therefore, cash dividends on an annual basis equal to 100 basis points over the prime lending rate of Citicorp on the date such dividend is declared, on the stated value, such dividends to be payable semiannually, in arrears, on June 30 and December 31.

If the dividends on the Preferred Stock for any dividend period shall not have been paid or set apart in full for the Preferred Stock for any period, the aggregate deficiency shall be cumulative, and shall be fully paid or set apart for payment before any dividends shall be paid upon or set apart for payment for any class of Junior Stock of the Corporation. No dividends shall be paid upon, or declared and set apart for, any shares of any other class or series of stock of the Corporation if the Board of Directors of the Corporation shall have failed to declare and pay in full all accumulated dividends required to be paid to the holders of all outstanding shares of the Preferred Stock for all past payment periods.

In the event that full dividends are not paid or made available to the holders

of all outstanding shares of the Preferred Stock, and funds available shall be insufficient to permit payment in full to all such holders of the preferential amounts to which they are then entitled, the entire amount available for payment of dividends shall be distributed pro-rata among the holders of the Preferred Stock and all Parity Stock ratable in proportion to the full amount to which they would otherwise be respectively entitled.

3. Distributions Upon Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or other winding up of the affairs of the Corporation, before any distribution or payment shall be made to the holders of Junior Stock, the holders of the Preferred Stock shall be entitled to be paid the State Value per share with respect to all outstanding Preferred Stock owned by them, plus any accrued and unpaid dividends thereon, if any. Such amount shall be paid in cash or in property taken at its fair value, or both, at the election of the Board of Directors. If such payment shall have been made in full to the holders of the Preferred Stock and to the holders of any other Senior Stock or Parity Stock, the remaining assets and funds of the Corporation shall be distributed among the holders of Junior Stock, according to their respective shares. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Preferred Stock and holders of all outstanding shares of any Senior Stock or Parity Stock shall be insufficient to permit the payment in full to such holder of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed pro-rata among the holders of all outstanding shares of the Preferred Stock, and the holders of all outstanding shares of Parity Stock ratably in proportion to the full amounts to which they would otherwise respectively be entitled.

4. Conversion Rights.

4.1. Optional Conversion. A holder of shares of Preferred Stock may convert all or part of such shares into shares of the Common Stock of the Corporation at any time beginning on the date of issuance for a period of ten (10) years from the date of issuance; or, within thirty (30) days of the Corporation notifying the holders of the Preferred Stock of its intent to redeem the same for its Stated Value plus accrued and unpaid dividends.

4.2. Automatic Conversion. If not previously converted by the holder, all shares of Preferred Stock automatically will be converted to shares of Common Stock of the Corporation at the end of ten (10) years after the date of issuance.

4.3. Conversion Ratio. In all cases of conversion of shares of Preferred Stock into shares of Common Stock, the number of shares of Common Stock to be issued in exchange for shares of Preferred Stock shall be two shares of Common Stock for each share of Preferred Stock. The

conversion rate will be subject to adjustment in certain events, including: the issuance of stock as a dividend on the common stock; subdivisions or combinations of the common stock; the issuance to all holders of common stock of the right (expiring 45 days after the record date for holders of common stock for determining stockholders entitled to receive them) to subscribe for or purchase common stock at a less than the conversion price, or the distribution to all holders of common stock of evidences of indebtedness of the Company, cash (excluding ordinary cash dividends paid out of the Company's retained earnings), other assets or rights or warrants to subscribe for or purchase any securities (other than those referred to above). No adjustment of the conversion rate will be required to be made until cumulative adjustments amount to one percent or more of the conversion rate as last adjusted; however, any adjustment not made is carried forward.

4.4. Delivery of Shares. The Corporation shall not be obligated to issue to any holder of shares of Preferred Stock certificates evidencing the shares of Common Stock issuable upon any conversion unless certificates evidencing the shares of Preferred Stock are delivered to the Corporation or its transfer agent, or unless such holder provides to the Corporation or its transfer agent reasonable assurances as to the loss, theft, or destruction of such certificates and agrees with respect thereto to indemnify the Corporation and its transfer agent and, if requested, provides such bond as reasonably may be requested by the Corporation and its transfer agent. The holder of any shares of Preferred Stock may exercise the conversion rights described above by (i) delivering to the Corporation a conversion notice in writing setting forth the number of shares of Preferred Stock to be converted, (ii) surrendering to the Corporation or its transfer agent the certificate or certificates for the shares of Preferred Stock to be converted, and (iii) furnishing appropriate endorsements and transfer documents if required by the Corporation or its transfer agent. Such date is referred to herein as the "Conversion Date". The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date. Upon a surrender of shares of Preferred Stock that are converted in part, the Corporation or its transfer agent shall issue to the holder a new certificate representing the unconverted portion of the shares of Preferred Stock surrendered.

4.5. Fractional Interests. The Corporation will not issue fractional shares of Common Stock upon conversion of shares of Preferred Stock. Instead the Corporation, in its discretion, may either pay a cash adjustment in respect of such fractional interest or round up to the next whole number the number of shares of Common Stock to be issued upon conversion.

4.6. Taxes. The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of

shares of Common Stock upon conversion of any Preferred Stock; provided, the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such Preferred Stock in a name other than that of the holder of the Preferred Stock in respect of which such shares are being issued.

4.7. Reserve Shares. The Corporation shall reserve at all times so long as any Preferred Stock remains outstanding, free from preemptive rights, out of either or both of its treasury stock or its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding Preferred Stock.

4.8. Government Approvals. If any shares of Common Stock to be reserved for the purpose of Preferred Stock require registration with or approval of any governmental authority under any Federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the Preferred Stock is then convertible is listed on any national securities exchange, the Corporation will, if permitted by the rules of such exchange, list and keep listed on such exchange, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

4.9. Valid Issue. All shares of Common Stock which may be issued upon conversion of the Preferred Stock will, upon issuance by the Corporation, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result.

4.10. Restrictive Legend. Each certificate representing a share of Preferred Stock shall bear on its face a legend in substantially the following form:

"The shares represented by this certificate have not been registered under the Securities Act of 1933. The shares have been acquired for investment and may not be sold, transferred or assigned in the absence of an effective registration statement for these shares under the Securities Act of 1933 or an opinion of legal counsel that registration is not required under such Act."

5. Voting Rights. Preferred Stock shall have no voting rights; provided, upon the Corporation's failure to reserve sufficient shares of Common Stock to provide

for the conversion of all outstanding Preferred Stock on a Conversion Date, then on said date all outstanding shares of Preferred Stock shall have voting rights equal to one share one vote and the Common Stock outstanding shall have no voting rights. Upon the Corporation authorizing and issuing the appropriate number of shares of Common Stock to the holders of Preferred Stock on the Conversion Date then the Preferred Stock's voting rights shall terminate and the voting rights of the Common Stock shall be restored.

6. Redemption Rights. The Corporation shall have the right and option to redeem the Preferred Shares for cash, in whole or in part, at anytime after their issuance upon thirty (30) days prior written notice to the holders of the Preferred Shares. The Corporation is not obligated to maintain a sinking fund for the purpose of redeeming the Preferred Shares. The Redemption Price for the Preferred Stock will be 120%, 115%, 110%, 105%, and 100% of the Stated Price during the first, second, third, fourth, and fifth or more years, respectively, from the date of issuance of the Preferred Shares redeemed. In addition to the Redemption Price and upon redemption of Preferred Stock, the Company shall pay all accrued and unpaid dividends through the Redemption Date, the date set forth for the redemption of the Preferred Shares in the notice referred to above.

7. Majority Vote to Change Rights, Preferences and Powers. So long as any shares of Preferred Stock are outstanding, the Corporation shall not, without the affirmative vote at a meeting (the notice of which shall state the general character of the matters to be submitted thereat), or the written consent with or without a meeting of the holders of a majority of the then outstanding shares of Preferred Stock:

7.1. increase the authorized amount of Preferred Stock or authorize and/or issue senior stock; or,

7.2. amend, alter or repeal any of the rights, preferences or powers of the outstanding Preferred Stock fixed herein or determined by the Board of Directors for any shares of Preferred Stock as herein authorized, so as adversely to affect the rights, preferences or powers of the Preferred Stock or its holders, or

7.3. amend or repeal any of the provisions of this Paragraph 7.

8. Mergers, Share Exchanges, etc.. In the case of any reclassification of the Company's common stock, any consolidation of the Company with, or merger of the Company into any other person, merger of any person into the Company (other than a merger which does not result in any reclassification, conversion, exchange or cancellation of outstanding shares of the Company's common stock), any sale or transfer of all or substantially all of the assets of the Company or any compulsory share exchange whereby the Company's common stock is converted into other securities, cash or other property, then provision shall be made such that

the holder of each share of Preferred Stock then outstanding shall have the right thereafter, during the period such share of Preferred Stock shall be convertible, to either (i) convert such share only into the kind and amount of securities, cash or other property receivable upon such reclassification, consolidation, merger, sale, transfer or share exchange which they would have been entitled to receive if the Preferred Stock had been converted to common stock prior to the date of such transactions; or, (ii) treat the merger, consolidation or sale as a liquidating event.

9. No Preemptive Rights. No holder of the Preferred Stock of the Corporation shall be entitled, as of right, to purchase or subscribe for any part of the unissued stock of the Corporation or of any stock of the Corporation to be issued by reason of any increase of the authorized capital stock of the Corporation, or to purchase or subscribe for any bonds, certificates of indebtedness, debentures or other securities convertible into or carrying options or warrants to purchase stock or other securities of the Corporation or to purchase or subscribe for any stock of the Corporation purchased by the Corporation or by its nominee or nominees, or to have any other preemptive rights now or hereafter defined by the laws of the State of Florida.

10. Exclusion of Other Rights. Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Articles of Incorporation of the Corporation, as amended.


11. Heading of Subdivisions. The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereto.

12. Severability of Provisions. If any right, preference or limitation of the Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule or law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless expressly so stated herein.

13. Status of Re-acquired Shares. Shares of Preferred Stock which have been issued and converted or re-acquired in any manner shall (upon compliance with any applicable provisions of the law of the State of Florida) have the status of authorized and unissued shares of Preferred Stock and may be redesignated and reissued by resolution of the Board of Directors of this Corporation.

IN WITNESS WHEREOF, PROGRESSIVE TELECOMMUNICATIONS

CORPORATION has caused these Articles of Amendment to Articles of Incorporation to be made and signed by its President and Secretary, respectively, this 10 day of December, 1997.


Barry L. Shevlin, as President


Robert P. Thompson, as Secretary