



P96000077941

ACCOUNT NO. : 072100000032

REFERENCE : 722706 96749A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Poynt

ORDER DATE : February 27, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 722706-005

CUSTOMER NO: 96749A

800002442688--6

CUSTOMER: Rebecca J. Del Medico, Esq
Rebecca J. Del Medico, Esq
14 Tara Lakes Drive East

Boynton Beach, FL 33436

DOMESTIC AMENDMENT FILING

NAME: P.A.C.T. & ASSOCIATES INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*Name Change & Amend
KFS*

FILED
98 FEB 27 PM 2:59
RECEIVED
98 FEB 27 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
P.A.C.T. & ASSOCIATES INC.**

The undersigned does hereby certify that the following Amendment to the Articles of Incorporation was unanimously approved by the holders of all of the outstanding shares of common stock of P.A.C.T.& ASSOCIATES, INC. (the "Company") on the 23rd day of February 1998.

Article I - Name

The name of this corporation is PACT COMMUNICATION GROUP, INC.

Article II - Principal Address

Its principal address is 2740 Oakland Park Blvd., Suite 208, Fort Lauderdale Fl. 33309

Article IV - Capital Stock

This corporation is authorized to issue 100,000,000 shares of, \$.0001 par value, common stock and 40,000,000 shares of, \$.0001 par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors.

Article VI - Board of Directors

The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article XIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

FILED
98 FEB 21 PM 9:00
SECRETARY OF STATES
TALLAHASSEE, FLORIDA

Article XIV - Affiliated Transactions

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

Article XV - Control-Share Acquisitions

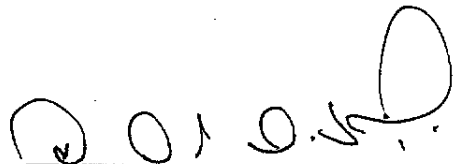
This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

Article XVII - Preemptive Rights

The Shareholders of the corporation shall have no preemptive rights.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 23rd day of February 1998.

(CORPORATE SEAL)



Camilo Pereira, President
Sole Director and Sole Shareholder