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Charter Number Only

FILED
JUN 15 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/14/99. Pilar

Peter Gruber

Requestor's Name

9100 S. Dadeland Blvd. #910

Address

Miami, FL 33156,

City

State

ZIP

Phone

(305)670-1010.

VALIDATION ONLY

800002904678--8
-06/15/99--01006--012
*****35.00 *****35.00

CORPORATION(S) NAME

Worldwide Phonecard Corporation

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

N.C.
C. COULLETTE JUN 15 1999

RECEIVED
JUN 15 AM 9:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Empire Toll Free: 1-800-432-3028

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
AMERICARD VENDING CORP.
ARTICLES OF NAME CHANGE

FILED
99 JUN 15 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: THE FLORIDA DEPARTMENT OF STATE

I, the undersigned, the sole director of AMERICARD VENDING CORP., hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by the above-named corporation. The adopted Amendments to the Articles of Incorporation are as follows:

Article I, (corporate name) is amended to read as follows:

The name of the corporation shall be:

WORLDWIDE PHONECARD CORPORATION

In all of the respects of the Articles of Incorporation shall remain as they were prior to this Amendment being adopted. The effective date of the Amendment is June 3, 1999.

I, the undersigned, being the President and Secretary of AMERICARD VENDING CORP., hereby certify that the Shareholders and Board of Directors of the Corporation at a joint meeting did unanimously approve and recommend on the 3rd day of June, 1999, that the Articles of Incorporation of AMERICARD VENDING CORP., heretofore filed and approved by the Secretary of State, State of Florida, on September 26, 1996, be amended in the manner set forth above, and I did propose said amendment to the Shareholders.

In Witness Whereof, I hereby have set my hand and seal this 9 of June, 1999.

AMERICARD VENDING CORP.

By: _____

Cary Krugly, President

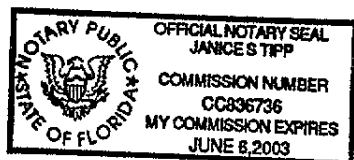
Attest: _____


Cary Krugly, Secretary

STATE OF FLORIDA)
 : §
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on the 9 day of June, 1999 by Cary Krugly, President and Secretary of AMERICARD VENDING CORP., personally known to me or who produced the following identification _____ and acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State last aforesaid this 9 day of June, 1999.




Notary Public, State of Florida
JANICE TIPP
(Print Name of Notary Public)

My Commission Expires:

(Seal)