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From: GREENBERG TRAUIG G

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FLORIDA DIVISION OF CORPORATIONS  
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ACCT#: 075201001473

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE

PHONE: (561) 650-7900

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NAME: TOUCH TONE TECHNOLOGIES, INC.

AUDIT NUMBER.....H97000014338

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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**CERTIFICATE OF FIRST AMENDMENT OF THE ARTICLES OF INCORPORATION  
OF TOUCH TONE TECHNOLOGIES, INC.**

Pursuant to Section 607.1006, Florida Statutes, the undersigned officer hereby certifies the following:

1. The name of the corporation is "Touch Tone Technologies, Inc." (the "Corporation").
2. The original Articles of Incorporation of the Corporation were filed with Florida's Department of State, Division of Corporations on October 8, 1996 which Articles of Incorporation shall be and hereby are amended by deleting Article V thereof in its entirety and substituting therefor the following new Article V:

**\*Article V**

**Capital Stock**

**Authorized Shares.**

The Corporation is authorized to issue Ten Million (\$10,000,000) shares of one cent (\$.01) par value per share common stock."

**Stock Split.**

Upon the filing in the office of Florida's Department of State, Division of Corporations, this Certificate of First Amendment, each outstanding share of common stock which was issued prior to December 13, 1996 shall thereby and thereupon be split into one thousand (1000) shares of validly issued, fully paid non-assessable shares of common stock. Each party at that time holding of record any issued and outstanding shares of common stock shall receive upon surrender thereof to the Corporation's authorized agent a stock certificate or certificate to evidence and represent the number of shares of Common Stock to which said shareholder it entitled after the split.

3. The foregoing amendment of the Articles of Incorporation of the Corporation was adopted by all of the directors and shareholders at a duly called and convened special meeting held on December 13, 1996 and was subsequently ratified and confirmed by all of the directors and shareholders pursuant to a Written Consent, dated August 28, 1997. The number of votes cast for such amendment by the

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FL Bar # 0963275  
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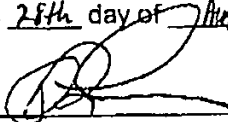
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shareholders of the Corporation at such special meeting and such Written Consent was sufficient for the approval thereof.

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same and in full force and effect.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of First Amendment this 28th day of August, 1997.

  
\_\_\_\_\_  
Theodore R. Lerner, President

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