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Department of State - Florida,
Division of Corporations,
PO Box 6327,
Tallahassee, FL 32314

Dear Sirs:

Enclosed please find our check in the amount \$140.00.

This is for the following filing fees:

Filing fees of amendment	\$35.00
1 certified copy of amendment	52.50
6 copies of certificates of good standing	52.50


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-11/21/97--01023--010
****140.00 ****140.00

Our address is: Pinnacle Telcom Inc.,
3754 Central Avenue,
St. Petersburg, FL 33711

Our telephone no is: 1.813.327.3355

Please note that our registered agent is the same person and the only change is in his street address, which now is 3754 Central Avenue, St. Petersburg FL 33711

Your assistance is expediting this matter is as always appreciated,


Robin J. Ambrose,
President
Advanced Cellular Corporation

FILED
97 NOV 21 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend me

711 DEC 1 1997

**ARTICLES OF ADMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
97 NOV 21 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADVANCED CELLULAR CORPORATION
(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Change: ARTICLE 1 - NAME to

Pinnacle Telcom Inc.

Change: ARTICLE 2 - PRINCIPAL OFFICE to

**3754 Central Avenue,
St. Petersburg, FL 33711**

Change: ARTICLE 3 - SHARES to

**Increase the number of outstanding (common) shares from 3,000 to 10,000,000
shares with a par value of \$.00001**

SECOND: The date of each amendment's adoption 19 November 1997

THIRD: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Advanced Cellular Corporation
Corporation Name

Signature


By it's President, Robin J. Ambrose

dated this: 19 November 1997

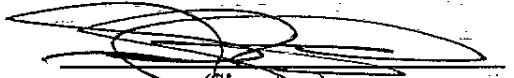
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Pinnacle Telcom Inc.
2. The name and address of the registered agent and office is:

Robin J. Ambrose,
3754 Central Avenue,
St. Petersburg, Florida 33711

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

19 Nov 97
(Date)