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NAME: PRIVATE COMMUNICATIONS CORPORATION

AUDIT NUMBER.....H97000017083

DOC TYPE.....BASIC AMENDMENT

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Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
PRIVATE COMMUNICATIONS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1003 and Section 607.1006 of the Florida Business Corporation Act (the "Act"), Private Communications Corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are amended by deleting Article VI which relates to the authorized capital stock of the Corporation in its entirety and replacing it with the following new Article VI:

ARTICLE VI
AUTHORIZED SHARES

The authorized capital stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF STOCK</u>
12,000,000	\$.01	Common Stock

2. The above amendment was adopted and approved by a sufficient number of votes of the shareholders of the Corporation pursuant to a written consent dated as of October 13, 1997, executed in accordance with Section 607.0704 of the Act. The above amendment was adopted and approved by all directors of the Corporation pursuant to a written consent dated October 13, 1997, executed in accordance with Section 607.0821 of the Act.

Private Communications Corporation, a
Florida corporation

DATED: October 14, 1997

By: 
Richard N. Bernstein, Secretary

Prepared by:
James P. Moskosky, Esq.
Florida Bar No. 727008
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