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NAME: PRIVATE COMMUNICATIONS CORPORATION  
AUDIT NUMBER.....H97000003754  
DOC TYPE.....BASIC AMENDMENT  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
PRIVATE COMMUNICATIONS CORPORATION

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Pursuant to the provision of Section 607.1003 and Section 607.1006 of the Florida Business Corporation 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>
2,000,000	\$ .01	Common Stock

2. Effective upon the filing of these Articles of Amendment, each share of common stock of the Corporation which was issued and outstanding immediately prior such filing shall be exchanged for 200 shares of common stock of the Corporation upon the surrender of certificates therefor. The implementation of this exchange may be effectuated by the secretary, president or other officer of the Corporation upon surrender to the Corporation by each shareholder of his or her certificates for shares of issued and outstanding common stock.

3. All of the directors and all of the shareholders of the Corporation adopted each amendment by signing a written statement dated as of March 3, 1997 manifesting their intention to adopt same.

DATED: March 4, 1997

Private Communications Corporation, a  
Florida corporation

By:   
Richard N. Bernstein, Secretary

Prepared by:  
James P. Moskosky, Esq.  
Florida Bar No. 727008  
2601 So. Bayshore Drive, 19th Fl.  
Miami, Florida 33133

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