

01/22/99 11:58 FAX 6044373070

PIEDMONT TECHNOLOGIES

001

JAN-22-99 14:25 FROM: AtlasPearlmanTrop&Borkson ID:954765783

PAGE 2/5

P97000004369

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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((H990000012643))

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A.

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

RECEIVED
99 JAN 22 PM 3:38
DIVISION OF CORPORATIONS

FILED
99 JAN 22 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

AGROSOL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

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99 JAN 15 PM 3:49
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Phon-Net Corp., U.S.A.
5694 Imperial Street
Burnaby, British Columbia
V5J 1G2

January 22, 1999

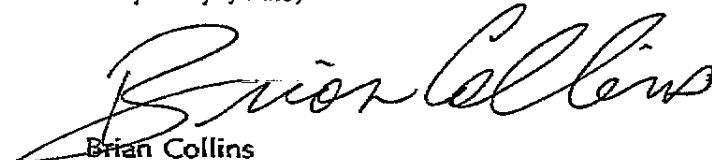
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: AGROSOL, INC.
REF: P97000004369

Dear Sir or Madame:

Attached please find letter number 999A00002373 rejecting our request to file an Amendment changing the name of the above referenced company. Please note that we are aware of a possible name conflict with FONET, INC., however, we believe the name PHON-NET, CORPORATION is distinguishable and respectfully request that your office file the attached amendment changing the company name from AGROSOL, INC. to PHON-NET, CORPORATION.

Very truly yours,


Brian Collins
President

/mpm

OK to file
per S. Payne

Miami Office
Suite 3550
1000 Southeast Second Street
Miami, Florida 33131
Telephone (305) 379-8100
Facsimile (305) 789-5987

99/6812.100/136139.1

Main Office
New River Center • Suite 1900
200 East Las Olas Boulevard
Fort Lauderdale, Florida 33301
Telephone (954) 763-1200 • Facsimile (954) 766-7800
e-mail - aptb@atlslaw.com

Mailing Address Post Office Box 14610 Fort Lauderdale, Florida 33302-4610

Boca Raton Office
Suite 305 West
1900 Corporate Boulevard
Boca Raton, Florida 33431
Telephone (561) 241-7084
Facsimile (561) 241-7096

01/22/99 FRI 11:58 FAX 6044373070

PIEDMONT TECHNOLOGIES

0003

JAN-22-99 14:28 FROM: AtlasPearlmanTrop&Borkson ID: 9547667800

PAGE 4/5

January 22, 1999

AGROSOL, INC. ***ATTN: MYRA MAHONEY***
5694 IMPERIAL STREET
BURNABY, BRITISH COLUMBIA, V5J1G-2

SUBJECT: AGROSOL, INC.
REF: P97000004369

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICTING CORPORATION IS #P93000024434 - FONET, INC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

FAX Aud. #: H99000001267
Letter Number: 999A00002373

H99000001264 3

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AGROSOL, INC.

FILED
99 JAN 22 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, the President of Agrosol, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P97000004369, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors and majority consent of the shareholders of said Corporation dated November 7, 1998, the Directors and shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article I shall be deleted in its entirety and substituted with the following:

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be "PHON-NET CORPORATION".

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors and by a majority of the shareholders of the Common Stock of the Corporation dated October 5, 1998, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of November 7, 1998.

AGROSOL, INC.

By: 

Brian Collins, President

James M. Schneider, Esq., Florida Bar No. 214338
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200