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THE UNITED STATES CORPORATION COMPANY

98 JUN 12 PM 2:27 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 845352 81367A
AUTHORIZATION : Patricia Pijuta
COST LIMIT : \$ 35.00

ORDER DATE : June 5, 1998
ORDER TIME : 9:48 AM
ORDER NO. : 845352-020
CUSTOMER NO: 81367A

name change amend

800002558178--8

CUSTOMER: Ms. Karen Fornash
Eugene Kennedy, P.a.

517 Southwest First Avenue
Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: COMPASS COMMUNICATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

POOL
6/12/98

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DIVISION OF CORPORATION

File

LAW OFFICE

EUGENE MICHAEL KENNEDY, P.A.

517 S.W. 1st AVENUE, FORT LAUDERDALE, FLORIDA 33301

TELEPHONE: (954) 524-4155

FACSIMILE: (954) 524-4169

June 10, 1998

Secretary of State,
Qualification/Tax Lien Section
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Application by Foreign Corporation for Authorization to Transact Business in Florida;
Compass Communications, Inc.

Dear Sir/Madame:

Enclosed please find a completed original Application by Foreign Corporation for Authorization to Transact Business in Florida. This application is made by Compass Communications, Inc., a Georgia corporation having secured the consent (original enclosed) of Compass Communications, Inc., a *Florida* corporation to use of that name concurrent with the change of their name to Branning Communications, Inc.

Following acceptance of this Application by the State, please return a stamped copy to the undersigned (copy enclosed), along with a Certificate of Standing. Your kind consideration and anticipated courtesies in doing so will be greatly appreciated.

Should you have any questions or concerns regarding these concurrent transactions (Change of name for Florida corporation and application for authorization to do business in Florida of the Georgia corporation), please do not hesitate to contact us.

Yours truly,



Karen Fornash, Legal Assistant to
EUGENE MICHAEL KENNEDY, ESQ.

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
COMPASS COMMUNICATIONS, INC.**

98 JUN 12 PM 2:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer and director of COMPASS COMMUNICATIONS, INC., a Florida corporation (the "Corporation"), hereby certify that on June 8, 1998, following a joint special meeting of the Company's Shareholders and Directors, a Resolution for amendment of the Articles of Incorporation to change the Corporation's name was adopted and approved by a majority of the Shareholders, as follows:

ARTICLE I, of the corporation is hereby deleted and shall no longer be in force and effect and in its place instead the following is inserted:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be "**BRANNING COMMUNICATIONS, INC.**"

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and the President and Secretary of this Corporation have executed this Amendment to the Articles Of Incorporation of **BRANNING COMMUNICATIONS, INC.** this 9 day of June, 1998.

BRANNING COMMUNICATIONS, INC.

BY: Patricia Branning
Patricia Branning, President/Director

BY: Patricia Branning
Patricia Branning, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA)
)
) SS
COUNTY OF Worth)

On this 9 day of June, 1998, before me the undersigned officer duly authorized to take acknowledgments personally appeared Patricia Branning, Chairman of the Board of Directors and President and Secretary of BRANNING COMMUNICATIONS, INC. who, [] is personally known to me, or [] did produce B 655-681-45-545-0 as identification and as such director and officer, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as such officer and director of the Corporation and she did not take an oath.

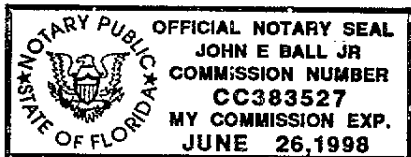
SWORN TO AND SUBSCRIBED before me on this 9 day of June, 1998.

Notary Public

(Print Name)

John E Ball Jr

My Commission Expires:

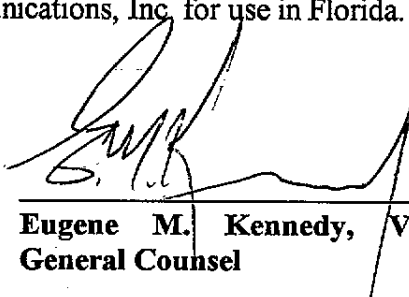


**RESOLUTION OF BOARD OF DIRECTORS
COMPASS COMMUNICATIONS, INC.**

THE UNDERSIGNED, Eugene M. Kennedy, does hereby certify that this Resolution of the Board of Directors of Compass Communications, Inc., a corporation duly organized and existing under the laws of the State of Georgia was duly adopted on June 8, 1998.

Be it resolved that Compass Communications, Inc. organized and existing in the State of Georgia, hereby adopts the name Compass Communications, Inc. for use in Florida.

Dated on this 10th day of June, 1998.



**Eugene M. Kennedy, Vice-President
General Counsel**