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TALLAHASSEE, FLORIDA

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CUSTOMER NO: 170487A

CUSTOMER: Richard Roy Rossi, Esq
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: VOICE CONNECTIONS, INC.

EFFECTIVE DATE:

500004834425--8

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

C. Coullotte JAN 29 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT AND RESTATEMENT
TO ARTICLES OF INCORPORATION OF
VOICE CONNECTIONS, INC.**

Pursuant to the provisions of Section 607.1003, Florida Statutes, and other relevant section(s), this Corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

Article 1 is retained to be:

Article I NAME

The name of the corporation is Voice Connections, Inc.

Article II is amended to be:

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III is amended to be:

Article III PRINCIPAL OFFICE

1100 5th Ave. South, Suite 410
Naples, Florida 34102

Article IV is amended to be:

Article IV BOARD OF DIRECTORS

The Corporation shall have at least one Director and up to ten Directors, and the Board of Directors shall have, to the fullest extent permitted by law, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least one Director. The Corporation shall also have a staggered Board of Directors consisting of three classes of Directors with Class 1 to serve three years, Class 2 to serve two years, and Class 3 to serve one year. The current Directors of Class 1 are: Rahman Chowdhury and Sachiko Okura and Thomas Chubokas.

Article V is amended to be:

Article V CAPITAL STOCK

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Unless prohibited specifically in any case by law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, suspension or change of any rights or interests, substitution, and cancellation.

The capital stock of the Corporation shall consist of a total of 100,000,000 shares of Common Stock as follows:

A total of 75,000,000 shares of Class A Common Stock, par value \$.0001 per share, each share having one vote.

A total of 25,000,000 shares of Class B Non-Voting Common Stock, par value \$.0001 per share, each share having no vote.

In addition, the Corporation shall have the right to issue a total of an additional

25,000,000 shares of Preferred Stock, par value \$.0001, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights.

Article VI is added to be:

Article VI CONTROL SHARES; AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions (there shall be no dissenting shareholder rights), and the Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

Article VII is added to be:

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify officers and Directors of the Corporation and any and all subsidiaries from any and all claims, obligations, liabilities, and attorneys fees and costs, resulting or arising from action or inaction while performing their duties to the fullest extent as follows:

The corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was or has agreed to become a director or officer of the corporation or is serving at the request of the corporation made by the Board of Directors in writing as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise or by reason of actions alleged to have been taken or omitted in such capacity or in any other capacity while serving as a director or officer. The indemnification of directors and officers by the corporation shall be to the fullest extent authorized or permitted by applicable law, as such law exists or may hereafter be amended (but only to the extent that such amendment permits the corporation to provide broader indemnification rights than permitted prior to the amendment). The indemnification of directors and officers shall be against all loss, liability and expense (including attorneys fees, costs, damages, judgments, fines, amounts paid in settlement and ERISA excise taxes or penalties) actually and reasonably incurred by or on behalf of a director or officer in connection with such action, suit or proceeding, including any appeals; provided, however, that with respect to any action, suit or proceeding initiated by a director or officer, the corporation shall indemnify such director or officer only if the action, suit or proceeding was authorized by the Board of Directors of the Corporation, except with respect to a suit for the enforcement of rights to indemnification or advancement of expenses in accordance with the following: the expenses of directors and officers incurred as a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative shall be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding; provided, however, that if applicable law so requires, the advance payment of expenses shall be made only upon receipt by the Corporation of an undertaking by or on behalf of the director or officer to repay all amounts as advanced in the event that it is ultimately determined by a final decision, order or decree of a court of competent jurisdiction that the director or officer is not entitled to be indemnified for such expenses; and any director or officer may enforce his or her rights to indemnification or advance payments for expenses in a suit brought against the Corporation if his or her request for indemnification or advance payments for expenses is wholly or partially refused by the corporation or if there is no determination with respect to such request within 60 days from receipt by the Corporation of a written notice from the director or officer for such a determination. If a director or officer is successful in establishing in a suit his or her entitlement to receive or recover an advancement of expenses or a right to indemnification, in whole or in part, he or she shall also be indemnified by the Corporation for costs and expenses incurred in such suit.

Article VIII is added to be:

ARTICLE VIII BOARD OF DIRECTORS AUTHORITY

In addition to such other Board of Directors authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally vested with the Shareholders or in any case expressly prohibited by law, the Board of Directors shall have the authority to take any action or make any determination, without the need for Shareholder approval, including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

Article IX is added to be:

ARTICLE IX DURATION

The duration of the Corporation is perpetual.

APPROVAL: -

The above Amendment and Restatement, including changes and additions and deletions, were approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval, in that a majority of the shares issued were voted in favor. The Board of Directors also approved this document.

Signed this date: November 30, 2001

Signature: 
President