



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 9, 1997

AKERMAN, SENTERFITT & EIDSON, P.A.

TALLAHASSEE, FL

SUBJECT: SPOT COMMUNICATIONS, INC.  
Ref. Number: P97000024352

We have received your document for SPOT COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 397A00024961

RECEIVED  
97 SEP 12 AM 8:19  
DIVISION OF CORPORATIONS



1922 - 1997

SERVING THE CLIENT  
AND THE COMMUNITY

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

SUNTRUST INTERNATIONAL CENTER

26TH FLOOR

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131-1714

(305) 374-5600

FACSIMILE (305) 374-5095

September 2, 1997

Ms. Joy Moon-French  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Ms. Moon-French:

I am enclosing an Amended and Restated Articles of Incorporation for American Telecard, Inc., which will be changing its name to Spotlite Communications, Inc., and increasing its authorized number of shares.

I previously filed an Amendment to the Articles of Incorporation of Spot Communications, Inc., changing its name to Spotlite Entertainment, Inc. This application was rejected because of the name similarity with a pre-existing Florida corporation. At this time, I would like to use the \$35.00 credit which I should still have with the Department, for the filing of the enclosed amended Articles.

Should you have any questions, please call me at the number listed above. Thank you for your attention to this matter.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

Christopher M. Nelson

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
AMERICAN TELECARD, INC.,  
a Florida corporation**

**FILED**  
97 SEP 12 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOW: SPOTLITE COMMUNICATIONS, INC.**

Pursuant to the Florida Business Corporation Act, the Articles of Incorporation of American Telecard, Inc., a Florida corporation, is hereby amended and restated to read as follows:

**ARTICLE I  
NAME**

The name of the corporation is Spotlite Communications, Inc. (the "Corporation").

**ARTICLE II  
MAILING ADDRESS**

The mailing address of the Corporation is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131, Attn: Christopher Nelson.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Twenty Million (20,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is One S.E. Third Avenue, 27th Floor, Miami, Florida 33131. The name of the Corporation's registered agent at that office is Christopher M. Nelson.

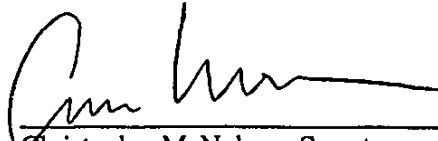
**ARTICLE V  
INDEMNIFICATION**

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, these Amended and Restated Articles of Incorporation shall be effective as of the date hereof.

The foregoing Amended and Restated Articles of Incorporation of the Corporation was recommended by the Board of Directors of the Corporation and approved by a majority of the Corporation's shareholders in accordance with Section 607.1003 of the Florida Business Corporation Act on August 1, 1997, the number of votes cast was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned Secretary of the Corporation has executed these Articles of Amendment this 2nd day of September, 1997.

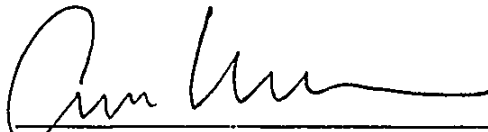
  
\_\_\_\_\_  
Christopher M. Nelson, Secretary

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent of Spotlite Communications, Inc., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate this 2nd day of September, 1997.

A handwritten signature in dark ink, appearing to read 'Chris Nelson', written over a horizontal line.

Christopher M. Nelson