P970000393/6 TELECOMO RESPONSE RESPONSE

August 8, 2000

The Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

900003352629--5 -08/10/00--01079--014 *****52.50 ******52.50

5414 West Crenshaw Street Tampa, Florida 33634

Re: Assigned Document Number: P97000039316

Subject: Amendment to Article Three of the Articles of Incorporation

Please file this Amendment to our Articles of Incorporation.

We would also like two certified copies of the amendment sent back to us. If the information provided to me is correct, enclosed check number 3215 for \$52.50 should be sufficient to cover the filing fee and copies. If there is a problem, I can be reach at the above address or phone number.

Sincerely,

Rebecca G. O'Keefe Corporate Secretary DINISION TO PH 2: 37

Amend

V. SHEPARD AUG 2 1 2000

AMENDEMENT TO THE ARTICLES OF INCORPORATION OF TELECOM RESPONSE, INC.

On August 3, 2000, at a Special Meeting of the Shareholders of Telecom Response, Inc., a Florida corporation (the "Corporation"), the following shareholder proposal was presented by the Corporation's Board of Directors. The number of votes cast for the shareholder proposal by the Corporation's shareholders of record were sufficient for approval.

"RESOLVED, that pursuant to the authority expressly granted to and vested in the Board of Directors of the Corporation in accordance with the provisions of its Articles of Incorporation, as amended, and the General Corporation Law of the State of Florida, the Board of Directors hereby recommends it advisable that the following amendment to the Corporation's Articles of Incorporation be adopted as follows:

Third The total number of shares of common stock which the Corporation is authorized to issue is 8,000,000 shares of common stock at **NO PAR VALUE.**

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized to take all such further actions, to execute and deliver all such further instruments and documents, in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such expenses as shall in the judgement of any of them be necessary, proper, or advisable in order fully to carry out the intent and effectuate the purposes of the foregoing resolutions and each of them"

THIRD: The date of each amendment's adoption: August 3, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

 The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _______."

voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- □ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 8th day of August 2000.

Signature Xelecca

(By the Chairman or Vice Chairman of the Board of Directors, President,

or other officer if adopted by all shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Rebecca G. O'Keefe

Typed or printed name

Corporate Secretary

Title