

P9700004/529



Commonwealth Network Corporation

Please respond to:
Office of Corporate Counsel
185 South Fifth Street
Columbus, Ohio 43215
Phone: 614.621.6363 / Fax: 614.621.6364

VIA COURIER

July 16, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Amendment to Articles of Incorporation

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of Commonwealth Network Corporation. Also enclosed is a check to the Department of State in the amount of \$96.25 to cover filing, a certified copy, and a Certificate of Status. Please return the relevant documents to me at the above address.

Thank you for your cooperation.

Sincerely,

W. D. Fergus, Jr.

William D. Fergus, Jr.
V.P. / Corporate Counsel

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FILED
98 JUL 17 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 21 1998

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COMMONWEALTH NETWORK CORPORATION**

FILED
98 JUL 17 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Article III of the articles of incorporation as amended on September 25, 1997, shall be deleted and replaced with the following:

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 4,000,000 shares of common stock, no par value.

SECOND:

The amendment calls for a ten-for-one reverse split and cancellation of fractional share holdings, as the corporation's by-laws make no provision for issuance of fractional shares. Holders of nine or less shares before the reverse split will be contacted by the corporation and given the option of applying for compensation for shares lost as a result of the reverse split. Compensation shall be calculated on the basis of the net book value of the corporation as of the day before the effective date of the above-stated amendment.

THIRD:

The above-stated amendment was adopted on July 15, 1998.

FOURTH:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 16th day of July, 1998.


BYRON G. ELLISON, Chairman