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July 13, 1998

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*****87.50 *****87.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing of Amendment to Articles of Incorporation
of Sunglobe Telecom, Inc.

Dear Secretary of State:

Enclosed please find the original and one copy of the
Amendment to the Articles of Incorporation for the above mentioned
Corporation, together with our check in the amount of \$87.50 to
cover your costs of filing same.

Please return to the undersigned a Certified copy of the
Amendment.

If you have any questions regarding this matter, please do not
hesitate to call.

Sincerely,



JOSEPH L. BERNSTEIN

JLB:clb
Enclosures

AMEND
DEC
7-17

AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
SUNGLOBE TELECOM, INC.

FILED
98 JUL 15 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section §607.1003 of the Florida Statutes the Articles of Incorporation of SUNGLOBE TELECOM, INC., are hereby amended pursuant to the consent of Shareholders and Directors, attached hereto as follows:

The initial Capital Stock of the Corporation shall change from 1,000 shares of common stock at \$1.00 par value per share, to 1,000,000 shares of common stock at \$.01 par value per share.

There being no further changes, the above Amendment shall be effective as of the date of filing with the Secretary of State.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Amendment at Fort Lauderdale, Broward County, Florida, this 10th day of July, 1998.

SUNGLOBE TELECOM, INC.

By:

Barry Pasternak
BARRY PASTERNAK, President

STATE OF FLORIDA

COUNTY OF BROWARD

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared BARRY PASTERNAK as President respectively, of SUNGLOBE TELECOM, INC., and who executed the foregoing Amendment to Articles of Incorporation of said Corporation who is personally known to me or who has produced a Florida Drivers License as identification and who did (did not) take an oath.

WITNESS my hand and seal this 10th day of July, 1998.



Carrie L. Bonney
My Commission CC710147
Expires January 22, 2002

Carrie L. Bonney
NOTARY PUBLIC

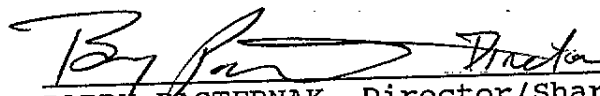
My Commission Expires: January 22, 2002

STATEMENT OF INTENT
TO AMEND ARTICLES OF INCORPORATION OF
SUNGLOBE TELECOM, INC.

The undersigned, being all of the Directors and Shareholders of SUNGLOBE TELECOM, INC., do hereby manifest our intent to change the initial Capital Stock of the Corporation from 1,000 shares at \$1.00 par value per share to 1,000,000 shares of common stock at \$.01 par value per share through the adoption of an Amendment to the Articles of Incorporation, a copy of which is attached hereto, according to Section §607.1003 of the Florida Statutes.

Dated this 10th day of July, 1998.

"DIRECTOR"/SHAREHOLDER


BARRY PASTERNAK, Director/Shareholder