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February 18, 2000

FILED
00 FEB 21 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-02/21/00--01150--001
*****87.50 *****43.75

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

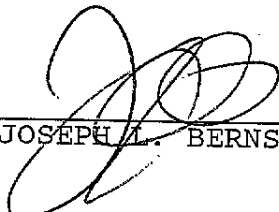
Dear Secretary of State:

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

*Amend
3-3-00
JLS*

JLB:clb
Enclosures

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The authorized Capital Stock of the Corporation shall change from One (1,000,000) Million shares of common stock at \$.01 par value per share, to Ten (10,000,000) Million 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 4TH day of FEBRUARY, 2000.

SUNGLOBE TELECOM, INC.


By: 
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 4th day of February, 2000.

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

Carrie L. Bonney
NOTARY PUBLIC

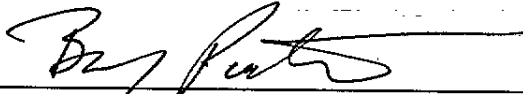
My Commission Expires: January 22, 2002

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 authorized Capital Stock of the Corporation from One (1,000,000) Million shares at \$.01 par value per share to Ten (10,000,000) Million 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 4 day of February, 2000.

"DIRECTOR"/SHAREHOLDER


BARRY PASTERNAK, Director/Shareholder