



THE UNITED STATES  
CORPORATION  
COMPANY

997000071447

ACCOUNT NO. : 072100000032

REFERENCE : 060450 7168550

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 35.00

ORDER DATE : December 10, 1998

ORDER TIME : 3:57 PM

ORDER NO. : 060450-010

CUSTOMER NO: 7168550

900002709659--4

CUSTOMER: Richard Rosi, Esq  
Richard Rossi, Esq.  
Suite 203  
245 North Ocean Boulevard  
Deerfield Beach, FL 33442

DOMESTIC AMENDMENT FILING

NAME: WORLDCOM DIGITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED  
98 DEC 10 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
99 DEC 10 PM 4:09  
DIVISION OF CORPORATION

De 4/19



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 11, 1998

CSC  
TAMARA ODOM  
TALLAHASSEE, FL

SUBJECT: WORLDCOM DIGITAL, INC.  
Ref. Number: P97000071447

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for WORLDCOM DIGITAL, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

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 (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 198A00058607

RECEIVED  
99 JAN 19 AM 9:52  
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WORLDCOM DIGITAL, INC.

FILED  
98 DEC 10 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article IV is replaced with the following:

Article IV: The Corporation is authorized to issue 200,000,000 shares of common stock, \$.0001 par value per share.

SECOND: The following Article is deleted from the Articles of Incorporation:

Article VIII

THIRD: The following Article is added as the new Article VIII to the Articles of Incorporation:

Article VIII: The Corporation elects not to be governed by Florida Statute Section 607.0902 as amended from time to time, relating to control share acquisitions, and the Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

FOURTH: Adoption of Amendments

The amendments were approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval, the date of adoption was December 9, 1998.

The Amendments were also approved by the Board of Directors, on December 9, 1998.

Signed this 9th Day of December, 1998

Signature: 

President

Jeffery D. Chandler

Approved by the Board of Directors:

  
Director