CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 060450

7168550

AUTHORIZATION

COST LIMIT :

\$ 35.00

ORDER DATE: December 10, 1998

ORDER TIME : 3:57 PM

ORDER NO. : 060450-010

CUSTOMER NO: 7168550

900002709659

CUSTOMER: Richard Rosi, Esq

Richard Rossi, Esq.

Suite 203

245 North Ocean Boulevard Deerfield Beach, FL 33442

DOMESTIC AMENDMENT FILING

NAME:

WORLDCOM DIGITAL, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

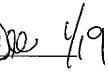
_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:







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

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

98 FILED

SECRETARY OF STATE

on adopts the

Pursuant to the provisions of Section 607.1006, Florida Statues, 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:

ArticleVIII: 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