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CORPORATION(S) NAME

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American Metrouilities Networks Corp.

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TALLAHASSEE, FLORIDA

☐ Profit

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☐ Limited Liability Company

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☐ Merge

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☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Annual Report

☐ Reservation

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Jon Amend CC

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN METROUTILITIES NETWORKS CORP.

FILED
98 MAY -5 PM 3: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Law, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE. The name of the Corporation is American Metrouilities Networks Corp.

ARTICLE TWO. The following amendment to the Articles of Incorporation was adopted by the sole shareholder by written consent on April 17, 1998:

The Eleventh Article of the Articles of Incorporation is hereby amended and restated in its entirety:

Article XI
Limitation of Powers

Section 1. Notwithstanding any other provision of the Articles of Incorporation, or, to the extent permitted by law, any provision of law that otherwise so empowers the Corporation, for so long as the Corporation owes any duty or obligation under any loan document entered into with Goldman Sachs Credit Partners L.P., a Bermuda limited partnership ("Goldman Sachs"), and each of the other lending parties thereto, or any of their respective successors or assigns (the "Lenders"), and for a period of ninety-one (91) days thereafter, the Corporation shall not, without the unanimous consent of all members of the Board of Directors, do any of the things listed in this section under (a), (b) or (c). Such consent may not be approved by written consent, but only at a duly noticed and convened meeting of the Board of Directors, in accordance with the provisions of the Articles of Incorporation.

- (a) engage in any business or activity other than the purpose set forth in these Articles of Incorporation;
- (b) voluntarily dissolve or liquidate, in whole or in part; or
- (c) commence or cause or permit a voluntary case or other proceeding seeking liquidation, reorganization or other relief with respect to itself or its debts under any bankruptcy, insolvency or other similar law now or hereafter in effect, including, but not limited to, the Bankruptcy code, or seeking the appointment of a trustee, receiver, liquidator, custodian, examiner or other similar official of it or any substantial part of its property, or consent to any

such relief or to the appointment or taking possession by any such official in an involuntary case or other proceeding commenced against it, or make a general assignment for the benefit of creditors, or take any action or fail to take any action for itself which would result in the Corporation's inability to pay its debts as they become due, or take or permit any action to authorize any of the foregoing for itself. "Bankruptcy Code" means Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as is now in effect or hereafter amended.

Section 2. Until the date which is ninety-one (91) days after the last date on which any and all duties and obligations of the Corporation to the Lenders have been fully and indefeasibly satisfied, the Corporation shall not amend, alter, change or repeal the Articles of Incorporation or these amendments without the unanimous written consent of all Directors nor shall any such amendment, alteration, change or repeal be effected in violation of any agreement the Corporation shall have entered prohibiting any such amendment. Subject to the foregoing limitation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE 3. The number of shares of the corporation outstanding at the time of such adoption was 50,000, and the number of shares entitled to vote thereon was 50,000.

ARTICLE 4. The holder of all of the shares outstanding and entitled to vote on the amendments has signed a consent in writing adopting the amendments.

Signed by American Metrouilities Networks Corp. on this 30 day of April, 1998 by Gary S. George, President.

AMERICAN METROUTILITIES
NETWORKS CORP.

By: 

Gary S. George, President