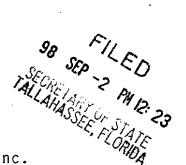
CAPITAL CONNECTION, INC. 7 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 **87.50 Art of Inc. File_ LTD Partnership File___ Foreign Corp. File_ L.C. File_ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File RA Resignation_ Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name___ Corp Record Search Officer Search_ Fictitious Search Signature Fictitious Owner Search Vehicle Search Driving Record Requested by: UCC 1 or 3 File UCC 11 Search Name Date Time UCC 11 Retrieval Walk-In

Courier

Will Pick Up

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



United States Telecommunications, Inc.

(prescul name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article III, Capital Stock, is hereby amended as follows:
The total number of authorized shares of the corporation
is increased to Two Hundred Million(200,000,000), divided into
two classes as follows:

- Common Shares, Forty Million (40,000,000).
- 2. Class A Perfered, One Hundred Sixty Million (160,000,000).

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 19, 1998

FO	URTH: Adoption of Amendment(s) (CHECK ONE)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were
	sufficient for approval byvoting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 19 of August 19 98
	Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Richard Pollera
	Typed or printed name
	President
	Title