TRANSMITTAL LETTER

300002506593-_6 -04/30/98--01060--005

*****35.00 *****35.00

DEPARTMENT OF STATE DIVISION OF CORPORATIONS PO BOX 6327 TALLAHASSEE, FL 32314

CORPORATE NAME:

ANENDMENT

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

> **570.00** Filing Fee

\$78.75

\$122.50 Filing Fee & Certified Copy

 \$131.25

Filing Fee & Certificate \$ 8.75

\$ 35.00

Filing Fee, Certified Copy & Certificate **52.50**

Certificate Only

Amendment Fee

Certified Copy of Amendments

FROM:

TAX SERVICE OF FLORIDA DENISE MARIE CERA 175 WEST CAMINO REAL BOCA RATON, FL 33432

1-561-367-7371

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



DUTY FREE INTERNATIONAL TELECOM, INC..

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article VII

Deletion and resignation of Gary Handerhan (33 1/3 % owner) as director and officer.

SECOND:

This amendment also provides for an exchange of issued shares (33 1/3%) from Gary Handerhan to Scott Wells (resulting in 66 2/3 %)...

THIRD:

The date of this amendment's adoption is March 31, 1998

FOURTH:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Gresiden 1

Signed this 31st day of March, 1998.

Signature, Title, Date