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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 727 559-8505
FACSIMILE 585-9184

January 31, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to :

ERIK T. BELL, INC.

The above named corporation wishes to:

1. Change its name to BEEPERS 'N PHONES II, INC.

600002774166--3
-02/12/99--01074--007
*****35.00 *****35.00

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

NC
2-17-99
MS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 12 PM 12:22

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ERIK T. BELL, INC.

FILED
99 FEB 12 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: *(indicate article number(s) being amended, added, or deleted)*

ARTICLE I
Corporate name

Amendment: Change the corporate name from ERIK T. BELL, Inc.

TO: BEEPERS ' N PHONES II, INC.

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: *N/A*

THIRD: The date of each amendment's adoption: **January 31, 1999**

FOURTH: Adoption of Amendment(s) **(check one)**

_____ The amendments 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 by _____."

VOTING GROUP

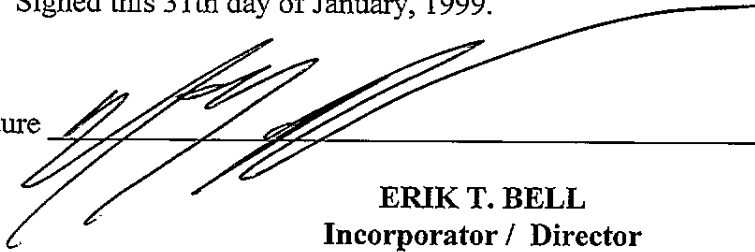
_____ The amendment(s) was/were adopted by the board of directors

without shareholder action and shareholder action was not required.

 X The amendment(s) was/were adopted by the incorporators without
shareholder action and shareholder action was not required.

Signed this 31th day of January, 1999.

Signature

A handwritten signature in black ink, appearing to read 'ERIK T. BELL', is written over a horizontal line.

ERIK T. BELL
Incorporator / Director