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NAME: VIDEOCALL INTERNATIONAL CORPORATION

AUDIT NUMBER.....H98000016896

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DIVISION OF CORPORATIONS

Amendment

9/10/98

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VIDEOCALL INTERNATIONAL CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael J. Zwebner, as President of Videocall International Corporation, a Florida corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the corporation is Videocall International Corporation.
2. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read, in its entirety, as follows:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 50,000,000 shares of Common Stock, having a par value of \$.01 per share.

3. The foregoing amendment was recommended by the Sole Director to the Sole Shareholder on July 28, 1998.
4. The foregoing amendment was approved by the Sole Shareholder of the Corporation pursuant to Section 607.1003(5) on July 28, 1998.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 28th day of July, 1998.

Michael J. Zwebner
President

JUSTIN T. WILSON
2601 S. BAYSHORE DR.
SUITE 1600
MIAMI, FL 33133
(305) 858-5555

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