

P98000017085

*Airtime Technologies, Inc.
5019 80th. Terrace So.
Lake Worth, FL. 33467*

FILED
98 OCT -8 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee
FL. 32314

September 25, 1998

800002659028--3
-10/08/98-01044-007
*****35.00 *****35.00

Dear Sirs:

The following request is rendered for your attention. We desire to increase our outstanding shares of Corporate Stock from its' original 500 (five hundred) shares to 5,000,000 (five million) shares without Par Value.

Enclosed is an amendment to the Articles of Incorporation duly signed by the President, Director, of same Corporation. Also enclosed is a check in the amount of \$ 35.00.

Thank you for your attention to this matter.

Sincerely,



Dean S. Keil, President/Director

DSK/efk

VS OCT 13 1998

Amend

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ARTICLE OF AMENDMENT TO ARTICLES OF
INCORPORATION of
AIRTIME TECHNOLOGIES, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles Of Amendment to its Articles of Incorporation, Filed on 2/23/98 Charter number 9980000
17085

First: The name of the corporation is Airtime Technologies, Inc.

Second: The following amendment of the Articles of Incorporation was adopted by the Corporation: Increase the outstanding number of stocks from Five Hundred shares to Five Million shares.

Third: The amendment was adopted by the Board of Directors and stockholders on September 25, 1998.

Fourth: The amendment was approved by Dean S. Keil President, Sole Officer, Sole Director and Stockholder.

Dated: September 25, 1998

NOTARY: *Susan J. Travers*

10/6/98



SUSAN J. TRAVERS
MY COMMISSION # CC568192 EXPIRES
July 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Airtime Technologies, Inc.

BY: *[Signature]*

Dean S. Keil, President, Sole
Officer, Sole Director and Stockholder