

P980000 42668

Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

SUITE 106, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
BOCA RATON (561) 392-7077
DELRAY BEACH (561) 272-7007
FACSIMILE (561) 395-5012

RICHARD M. SELMAN, ESQUIRE, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

August 25, 1998

400002629104--3
-08/31/98--01129--005
*****45.00 *****45.00

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: TCD ENTERPRISES, INC. - Corporation Document No.
P98000042668

Dear Sir/Madam:

Enclosed is an original and one (1) copy of First Amendment to Articles of Incorporation and a copy of the Corporate Resolution for the above referenced corporation.

Also enclosed is check in the amount of \$45.00 for filing fee as follows for the corporation:

Filing Amendment Fee:	\$ 35.00
Time stamped Photocopy:	\$ 10.00
Total Amount	\$ 45.00

I have enclosed a self-addressed, stamped envelope for your convenience for the return of the time stamped photocopy of the First Amendment to Articles.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,

RICHARD M. SELMAN, Esq.

RMS/mh
Enclosures/check

FILED
98 AUG 31 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc

TLL SEP 4 1998

FIRST AMENDMENT TO
ARTICLES OF INCORPORATION
OF
TCD ENTERPRISES, INC.
P98000042668

FILED
98 AUG 31 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of TCD ENTERPRISES, INC., are hereby amended pursuant to Article 12 to read as follows:

ARTICLE ONE - NAME AND PRINCIPAL OFFICE ADDRESS

The name of this corporation shall be: TOTAL COMMUNICATIONS DYNAMICS, INC., The principal office address is 11663 NW 11th Place, Coral Springs, Florida 33060.

Except as set forth herein the Articles of Incorporation of TCD ENTERPRISES, INC., (now TOTAL COMMUNICATIONS DYNAMICS, INC.), shall remain the same.

Signed this 25th day of August, 1998.

Carlo D'Aragona
CARLO D'ARAGONA
Stockholder & Director

Tina D'Aragona
TINA D'ARAGONA
Stockholder & Director
President

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared CARLO D'ARAGONA and TINA D'ARAGONA, sole Stockholders & Directors of TCD ENTERPRISES, INC., who produced Florida driver's licenses as identification and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of August, 1998.

Richard M. Selman
NOTARY PUBLIC

MY COMMISSION EXPIRES:



Richard M. Selman
MY COMMISSION # CC519537 EXPIRES
February 25, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CORPORATE RESOLUTION OF
TCD ENTERPRISES, INC.

P98000042668

The Board of Directors and Stockholders of TCD ENTERPRISES, INC., A Florida Corporation met in Suite 106, 7280 W. Palmetto Park Road, Boca Raton, Florida 33433 on the 25th day of August, 1998 at 10:15 PM pursuant to a call of the meeting by the President.

Present were a Quorum of the Stockholders and a Quorum of the members of the Board of Directors.


The President of the Corporation, Tina D'Aragona, presided as Chairman of the meeting and Carlo D'Aragona, as Secretary, acted as such.


The Chairman called the meeting to order. The Chairman announced that the purpose of the meeting was to discuss and act upon the change of the Corporate name from TCD ENTERPRISES, INC., to TOTAL COMMUNICATIONS DYNAMICS, INC. After discussion and review, the following resolutions were unanimously adopted by the Board of Directors present and the owners of 100% of the issued and outstanding stock of the corporation;

WHEREAS, the Board of Directors and Stockholders believe that it is in the best interest of the Corporation to change the name of the Corporation from TCD ENTERPRISES, INC., to TOTAL COMMUNICATIONS DYNAMICS, INC.

NOW, THEREFORE, be it resolved, that the Officers, Directors and Counsel for the Corporation are empowered, authorized and directed to carry out the provisions of this Resolution, execute the First Amendment to the Articles of Incorporation even date herewith (which changes the Corporate name to TOTAL COMMUNICATIONS DYNAMICS, INC.), and to adopt any further Resolutions that may be necessary thereto.

DATED the 25th day of August, 1998.


CARLO D'ARAGONA
STOCKHOLDER & DIRECTOR


TINA D'ARAGONA
STOCKHOLDER & DIRECTOR