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ACCOUNT NO. : 072100000032
REFERENCE : 254578 82436A
AUTHORIZATION :
COST LIMIT : PPD

ORDER DATE : May 26, 1999
ORDER TIME : 11:57 AM
ORDER NO. : 254578-005
CUSTOMER NO: 82436A

CUSTOMER: Debra Wright, Legal Asst
Jack Schramm Cox, P.a.
4400 Pga Boulevard, Suite 201
Palm Beach Gard, FL 33410

FILED
99 MAY 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: TELE 1ST, INC.

600002887466--1
-05/26/99--01073--015
*****35.00 *****35.00

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

N.C.

RECEIVED
99 MAY 26 PM 12:56
DIVISION OF CORPORATION

G. COULLETTE MAY 26 1999

SECOND AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

TELE 1ST, INC.

(Formerly known as Maximine, Inc.)

The undersigned as Sole Director and Sole Shareholder of TELE 1ST, INC., pursuant to Florida Chapter 607.1006, hereby files this Second Amendment to the Articles of Incorporation for the purpose of amending Article I of the Amended Articles of Incorporation filed on October 2, 1998 to change the name of the corporation. The undersigned further sets forth the following:

1. The Sole Director and Sole Shareholder of the Corporation is JASON P. JUDGE.
2. The Amendment adopted the 17th day of May, 1999 is as follows:

**"ARTICLE I
NAME**


The name and address of the Corporation shall be:

PopSpace Corp.
4400 PGA Blvd., Suite 201
Palm Beach Gardens, FL 33410

3. This Amendment to the Articles of Incorporation was adopted by the Sole Director and Sole Shareholder this 17th day of May, 1999.

4. This Amendment was unanimously approved by a vote of the Sole Director and Sole Shareholder.

IN WITNESS WHEREOF, I have hereunto made and subscribed this Amendment to the Articles of Incorporation effective the 17th day of May, 1999.



Jason P. Judge, Sole Director and
Sole Shareholder

FILED
MAY 29 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

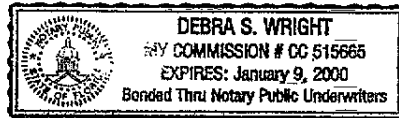
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of May, 1999 by JASON P. JUDGE as Sole Director and Sole Shareholder of PopSpace, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me.

Debra S. Wright
Notary Public, State of Florida

Debra S. Wright
(Print Name)

My Commission Expires: _____



dw: judge tele 1st 2nd amend articles