

Jul. 24. 1998

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P98000046560

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FROM: TRIPP, SCOTT, CONKLIN & SMITH
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ACCT#:

CONTACT: IRIS HAIBI

PHONE: (954) 525-7500

FAX #:

(954) 761-8475

NAME: INTELECHOICE, INC.

AUDIT NUMBER.....H98000013691

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...1

PAGES..... 2

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Name
Change
&
Amendment

7-27-98

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No. 8451 P. 1/3

7/23/98
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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

ACCT#:

CONTACT: IRIS HAIBI
PHONE: (954)525-7500
(954)761-8475

FAX #:

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DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTELECHOICE, INC.**

The following provisions of the Articles of Incorporation of INTELECHOICE, INC., a Florida corporation (the "Corporation"), filed with the Department of State on May 22, 1998, document number P98000046560, be, and each hereby is, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

ARTICLE I. NAME AND PLACE OF BUSINESS

The name of the corporation shall be:

INTELECHOICE INTERNATIONAL, INC.

The principal place of business of this corporation shall be:

110 East Broward Blvd., Suite 1101
Fort Lauderdale, Florida 33301

Article III of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

ARTICLE III. CAPITAL STOCK

This corporation shall be authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, \$1.00 par value.

Article IV of the Articles of Incorporation of this Corporation is hereby amended to read in its entirety as follows:

ARTICLE IV. REGISTERED AGENT

The Registered Agent and Registered Office of this corporation shall be:

Dennis D. Smith, Esq.
110 Southeast 6th Street, 15th Floor
Fort Lauderdale, Florida 33301

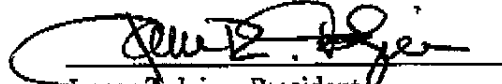
The foregoing amendments were adopted by a Joint Consent Action of all the Directors and

Prepared by: Dennis D. Smith, Esq.
Bar No. 242098
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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TALLAHASSEE, FLORIDA

all the Shareholders of this Corporation, dated the 10th day of July, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 23rd day of July, 1998.


James Polzien, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts and agrees to serve as Registered Agent of INTELECHOICE INTERNATIONAL, INC. and is familiar with, and accepts the obligations of, that position as set forth in the Florida Business Corporation Act, including Section 607.0505 therein.


Dennis D. Smith, Registered Agent