18/98

DIVISION OF CORPORATIONS

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E: WORLD INTERNET TELEPHONY TECHNOLOGIES, INC.

AUDIT NUMBER..... H98000012615

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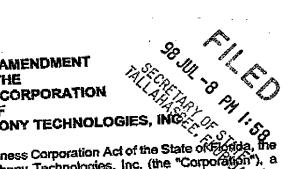
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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF



WORLD INTERNET TELEPHONY TECHNOLOGIES, IN

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Forida, the undersigned President of World Internet Telephony Technologies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P98000049320, does hereby certify:

First: That in accordance with the Unanimous Written Consent of the Board of Directors, dated July 1, 1998, and the Unanimous Written Consent of the Shareholders of the outstanding common stock of the Corporation dated July 1, 1998, pursuant to Section 607.0821 and Section 607.0704 of the Florida Business Corporation Act, all of the directors and all of the shareholders of said Corporation approved the amendment to the Corporation's Articles of Incorporation as follows:

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted by the following:

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be five million eight hundred thousand (5,800,000) shares of common stock, par value \$.0001 per share.

Second: The foregoing amendment was adopted by the Board of Directors and Majority Shareholders of the Corporation pursuant to Section 607.0621 and Section 607.0704 of the Florida Business Corporation Act; therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation as of the ____ day of July, 1998.

WORLD INTERNET TELEPHONY TECHNOLOGIES, INC.

Luis Vanegas, President

ALAN BASEMAN, ESQ. - FLA BAR NO. 0561347 Atlas, Pearlman, Trop & Borkson, P.A. 200 East Las Olas Blvd., Suite 1900 Ft. Lauderdale, FL 33301 (954) 763-1200 97:5825-100/114142

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