6/19/98. (((H98000011444 0)))

DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. CONTACT: BEVERLY F BRYAN

076247002423 ACCT#:

PHONE: (954)763-1200

FAX #: (954)766-7800

NAME: AMERIBRASS TELECOMMUNICATIONS, INC.

AUDIT NUMBER H98000011444

DOC TYPE.... BASIC AMENDMENT

PAGES.... CERT. OF STATUS..º FAXDEL METHOD.. CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 19, 1998

AMERIBRASS TELECOMMUNICATIONS, INC. 200 E LAS OLAS BLVD #1980 FT LAUDERDALE, FL 33381

SUBJECT: AMERIBRASS TELECOMMUNICATIONS, INC.

REF: P98000054480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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The document must contain the capacity of the person signing on behalf of the incorporator.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H98000011444 Letter Number: 098A00034078 . 6/19/98.

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DIVISION OF CORPORATIONS

FAX #: (850)922-4000

TO:

ACCT#: 076247002423

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A. CONTACT: BEVERLY F BRYAN

FAX #: (954)766-7800

PHONE: (954)763-1200

NAME: AMERIBRASS TELECOMMUNICATIONS, INC.

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DOC TYPE..... BASIC AMENDMENT PAGES..... 2 . DEL METHOD. FAX CERT. OF STATUS..º

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ATLAS PEARLMAN TROP & BORKSON ATTORNEYS AT LAW

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NAME:

Darlene Connell*

TOTAL PAGES:

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COMPANY:

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DATE:

June 22, 1998

FACSIMILE NO.:

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FROM:

*JANINE E. COX, Corporate Paralegal

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		A HARD COPY OF THIS FACSIMILE:
URGENT	As requested Call upon receipt	Will follow by mail
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For your approval	 , -	·

Darlene:

I left the "initial" in because Frank Moreno was the initial director. There was a misunderstanding and I included the other three individuals as initial directors in error. They are only to serve as officers, not directors. Thanks.

Janine

FILE NAME: AmeriBrass

FILE NO.: 4687.01

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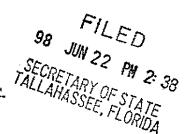
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e-mail: apth@arlaslaw.com

Boca Raton Office Suite 305 3200 North Military Trail Boca Raton, Florida 33431 Tetephone (561) 241-7084 Facsimile (561) 241-7096

Mailing Address Post Office Box 14610 Fort Landerdale, Florida 33302-4610

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF AMERIBRASS TELECOMMUNICATIONS, INC



Pursuant to Sections 607.1005 and 607.1006 of the Business Corporation Act of the State of Florida, the following provisions of the Articles of Incorporation of AmeriBrass Telecommunications, Inc., a Florida corporation ("Corporation"), filed with the Department of State on June 18, 1998, Document Number P98000054480 be, and are hereby, amended as shown below:

Article VII and Article VIII of the Articles of Incorporation of this Corporation are amended to read in their entirety as follows:

ARTICLE VII BOARD OF DIRECTORS

This Corporation may have one (1) to seven (7) Directors, as determined by the Board.

ARTICLE VIII DIRECTORS

The name and address of the Director of this Corporation is:

Frank Moreno 200 E. Las Olas Blvd., #1900 Ft. Lauderdale, FL 33301

The person named as Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

The foregoing amendment was adopted by the Sole Incorporator on June 18, 1998 and no shareholder action was required for approval, as no capital has yet been paid into the Corporation and no shares evidencing securities of the Corporation have yet been issued

JOEL D. MAYERSOHN, ESQ., FL BAR # 0093492 Atlas, Pearlman, Trop & Borkson, P.A. 200 East Las Olas Boulevard, Suite 1900 Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

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IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator of this Corporation, has executed these Articles of Amendment this 18th day of June, 1998.

SOUTH FLORIDA REGISTERED AGENTS, INC. (a Florida corporation), Sole Incorporator of

AMERIBRASS TELECOMMUNICATIONS, INC.

Beverly F. Bryan

President