

6/19/98.

**P9800054480**

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
((H98000011444 0))

TO: DIVISION OF CORPORATIONS  
FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954)763-1200

FAX #: (850)922-4000  
ACCT#: 076247002423  
FAX #: (954)766-7800

NAME: AMERIBRASS TELECOMMUNICATIONS, INC.  
AUDIT NUMBER.....H98000011444  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
CERT. COPIES.....1

PAGES..... 2  
DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
[#1] || COMPUSER|| MENU ..... || 0:02:31 || 09:22a || Capture Off

FILED  
98 JUN 22 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 JUN 22 PM 1:12  
DIVISION OF CORPORATIONS

*Amend*

*JOB 6/22*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 19, 1998

AMERIBRASS TELECOMMUNICATIONS, INC.  
200 E LAS OLAS BLVD #1900  
FT LAUDERDALE, FL 33301

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.

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. #: E98000011444  
Letter Number: 098A00034078

6/19/98.

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H98000011444 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F. BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: AMERIBRASS TELECOMMUNICATIONS, INC.

AUDIT NUMBER.....H98000011444

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
[#1] || COMPUSER|| MENU

|| 0:02:31 || 09:22a || Capture Off

DIVISION OF CORPORATIONS

98 JUN 22 AM 9:01

RECEIVED

**ATLAS PEARLMAN  
TROP & BORKSON**  
P.A.  
ATTORNEYS AT LAW

Please Deliver This Facsimile To:

NAME: Darlene Connell\* TOTAL PAGES: 5\*  
COMPANY: \* DATE: June 22, 1998  
FACSIMILE NO.: 850-922-4000\* PHONE NO.: \*  
FROM: \*JANINE E. COX, Corporate Paralegal

IF YOU DO NOT RECEIVE ALL PAGES PLEASE CALL OFFICE SERVICES (954) 766-7851

URGENT  
 Please review  
 For your approval

As requested  
 Call upon receipt  
 For your information

A HARD COPY OF THIS FACSIMILE:  
 Will follow by mail  
 Will not follow by mail

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

THIS FACSIMILE MESSAGE MAY CONTAIN PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US BY TELEPHONE IMMEDIATELY AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS BY REGULAR MAIL. THANK YOU.

Miami Office  
Suite 5550  
1000 Southeast Second Street  
Miami, Florida 33131  
Telephone (305) 379-8100  
Facsimile (305) 789-5987

Main Office  
New River Center • Suite 1900  
200 East Las Olas Boulevard  
Fort Lauderdale, Florida 33301  
Telephone (954) 763-1200 • Facsimile (954) 766-7800  
e-mail: aptb@atlaslaw.com

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

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

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

FILED  
98 JUN 22 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

9714687.100/112697

H9800011444

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.

By: Beverly F. Bryan  
Beverly F. Bryan  
President

H9800011444