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Of Counsel

December 3, 1998

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32301

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-12/08/98--01040--007
*****35.00 *****35.00

Re: Articles of Amendment
Jasz Communications Inc.

Gentlemen:

Enclosed herewith please find Articles of Amendment regarding the above captioned corporation. Also enclosed please find our check in the amount of \$35.00 to cover the cost of said filing.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,


CHARLES R. MAYER

CRM:zp
Encls.

FILED
98 DEC -8 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS DEC 15 1998

Amend.

ARTICLES OF AMENDMENT
OF
JASZ COMMUNICATIONS INC.

FILED
98 DEC -8 AM 9: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1001, 607.1003 and 607.1006, Article IV of the Articles of Incorporation of Jasz Communications Inc., is hereby amended as follows:

1. The previous capital stock of this corporation was 10,000 shares of Class A (Voting) no par value and 10,000 shares of Class B (Non-Voting) no par value stock.

2. The text of the amendment proposed by the Board of Directors and unanimously approved by the stockholders is as follows:

RESOLVED: that the legal counsel be authorized and empowered to take such steps as may be necessary to change the capital stock of this corporation from 10,000 shares of Class A (Voting) no par value to 5,000,000 shares of Class A (Voting) no par value and 10,000 shares of Class B (Non-Voting) to 5,000,000 shares of Class B (Non-Voting) no par value.

3. The said Amendment was adopted at a Joint Annual Meeting of the stockholders and Directors held on November 23, 1998.

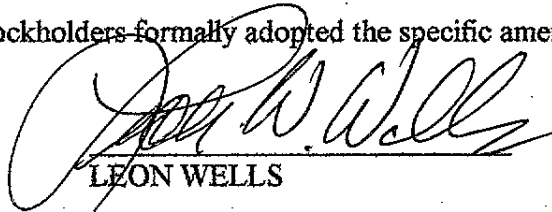
4. The Amendment was approved by the share holder, to wit: Leon Wells, who cast a vote for each of the only authorized and issued shares in favor of the said stock change. Accordingly Article IV of the corporation is hereby amended to read as follows:

"ARTICLE IV - CAPITAL STOCK. The capital stock of the corporation shall not exceed five million 5,000,000 shares of Class A (Voting) no par value and five million 5,000,000 shares of Class B (Non-Voting) no par value stock. "

The foregoing amendment is to be effective forthwith upon the delivery to the Department of State of the Articles of Amendment.

Upon the effectiveness of the foregoing instrument the capital stock of this corporation shall be changed from 10,000 shares of Class A (Voting) no par value and 10,000 shares of Class B (Non-Voting) no par value to 5,000,000 shares of Class A (Voting) no par value and 5,000,000 shares of Class B (Non-Voting) no par value stock.

IN WITNESS WHEREOF, the officers and stockholders of said corporation have executed these Articles of Amendment, this 23rd day of November, 1998, being also the date when a Special Meeting of Officers, Directors and Stockholders formally adopted the specific amendment.


LEON WELLS

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authorities, personally appeared LEON WELLS, who is personally known to me or who has produced his driver license as identification and who did take an oath, and who executed the foregoing instrument, and acknowledged before me that the information contained herein is true and correct to the best of his knowledge, and that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of December, 1998.


NOTARY PUBLIC

Name: Zulma Pagan

Address: 1010, Box 267

Highland City, FL 33846

My commission expires:

