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DIVERSE CAPITAL CORP.

FILED
99 JAN 26 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 23, 1999

Florida Department of State
Division of Corporations
409 W. Gains Street
Tallahassee, Florida 32399

600002755426--4
-01/26/99--01086--001
****228.75 *****70.00

Re: Annual Report
Articles of Amendment
Action by written consent

To Whom It May Concern:

Please find enclosed check number 1011 in the amount of \$228.75 for the following:

<u>Item</u>	<u>Fee</u>
1. 1999 Annual Report	\$150.00
2. Certificate of Status	8.75
3. Articles of Amendment	35.00
4. Action by Written Consent	<u>35.00</u>
Total	\$228.75

Please process as soon as possible as we are pending the closing of an acquisition and your help is much appreciated.

Sincerely



Mark D. Cobb
President

Amend.

VS FEB 1 1999

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DIVERSE CAPITAL CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0602, Fla. Stat., the Florida Business Corporation Act, Diverse Capital Corp. does hereby amend its Articles of Incorporation, as amended, as follows:

1. The name of the corporation is Diverse Capital Corp.
2. This Amendment to the Articles of Incorporation was duly approved and adopted, in accordance with §607.0821, Fla. Stat., on January 6, 1999, by written consent without a meeting by the sole director of the Corporation.
3. The corporation has thirty-five or fewer stockholders.
4. Article III of the Corporation's Articles of Incorporation be, and it hereby is, deleted and amended in its entirety to read as follows:

ARTICLE III. CAPITAL STOCK

The Authorized capital stock of the corporation shall be Sixty Million (60,000,000) Shares divided into Fifty Million (50,000,000) Shares of Common Stock, each having a par value of \$.001 per share, Five (5,000,000) Shares of Class A Preferred Stock and Five Million (5,000,000) Shares of Class B Preferred Stock; provided, that before any shares of the Preferred Stock are issued, the Articles of Incorporation of the Corporation, as amended shall be further amended by the vote or approval of the board of directors (without the need for a vote or approval of the Stockholders) to set forth the further designations, relative rights, limitations, preferences and other features of such shares as permitted by Florida Law.

5. Except as provided herein, the Articles of Incorporation of the Corporation shall be and remain unchanged.

IN WITNESS WHEREOF, the undersigned, Mark D. Cobb, President of Diverse Capital Corp., has executed the within Articles of Amendment this 6th day of January, 1999 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

Diverse Capital Corp.

ATTEST:

By: 

Mark D. Cobb, Secretary

By: 

Mark D. Cobb, President

DIVERSE CAPITAL CORP.

ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS IN LIEU OF SPECIAL AND REGULAR MEETINGS

THE UNDERSIGNED, being the sole director of Diverse Capital Corp., a Florida corporation, do hereby take and adopt, pursuant to §607.0821, Fla. Stat., the following actions in writing and without a meeting in lieu of special and regular meetings:

RESOLVED, that the business overview prepared by management for the purpose of describing the business to be carried on by the Corporation be, and it hereby is, approved in substantially the final form presented to the sole director, with such changes, modifications and supplements thereto as the president may authorize.

RESOLVED, that the acquisition of Orlando Digital Telephone Corp., on the terms and conditions set forth in the definitive agreement dated January 6, 1999 be, and it is hereby approved.

RESOLVED, that the Corporation's Articles of Incorporation, as amended, be, and they hereby are, amended by action of the sole director, pursuant to §607.0602, Fla. Stat., to (a) designate Six Hundred and Twenty-five Thousand (625,000) Shares of Class A Preferred Stock as Class A Convertible Preferred Stock, Series "2", of which each share (b) will have a par value and liquidation value of \$4.00, (c) will be convertible into one share of the Holding Company's common stock only, beginning one year following the date hereof, and in no case shall the preferred stock be converted into an aggregate amount of common stock that exceeds nine (9%) percent of the then issued and outstanding common shares of the Holding Company, (d) will not be entitled to vote on matters submitted to a vote of the holders of the common stock, (e) will be entitled to receive a priority dividend, which will be paid by the Holding Company prior to the payment of any and in the same amount of any dividend on the Holding Company's common stock, (f) will be subject to cash redemption at the election of the Holding Company beginning five years from the date hereof, upon thirty days' written demand for redemption by the Holding Company, at par value; provided, that no class or series of preferred stock issued by the Holding Company subsequent to the issue of the Preferred Stock shall have a liquidation right which has priority as to payment over the Preferred Stock and that in the event any such class or series of such preferred stock has a shorter period before conversion or before redemption, the period before conversion or before redemption, as the case may be, of the Preferred Stock shall be reduced to such shorter period applicable to such preferred stock.


The foregoing constitutes a complete record of actions taken, adopted, approved, ratified and confirmed by all the directors of the Corporation.

DATE:

January 6, 1999

DIRECTOR:

By:



Mark D. Cobb