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Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT**ORION TELECOMMUNICATIONS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amendment

12/12/01

12/12/01

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ORION TELECOMMUNICATIONS, INC.**

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Orion Telecommunications, Inc., a Florida corporation (the "*Corporation*"), hereby files these Articles of Amendment pursuant to Section 607.1006(1) of the Florida Business Corporation Act (the "*Act*"), for the purpose of amending its Articles of Incorporation in the manner set forth below.

1. The name of the Corporation is: Orion Telecommunications, Inc.
2. Article IV of the Corporation's Articles of Incorporation is hereby amended to read as follows:

**"ARTICLE IV
AUTHORIZED SHARES"**

The aggregate number of shares which the Corporation is authorized to issue is fifty thousand (50,000) shares of voting common stock, par value \$0.01 per share, and fifty thousand (50,000) shares of nonvoting common stock, par value \$0.01 per share. The voting common stock and the nonvoting common stock shall have identical rights except that the nonvoting common stock shall not entitle the holder thereof to vote on any matter unless specifically required by law."

3. The foregoing amendment was adopted on November 20, 2001, by the written consent of the sole shareholder of the Corporation in accordance with the provisions of Sections 607.0704 and 607.1003(6) of the Act.
4. The sole voting group entitled to vote on this amendment consists of the holders of the Corporation's voting common stock, and the number of votes cast for the amendment by that voting group was sufficient for approval of this amendment.

Date: November 20, 2001

ORION TELECOMMUNICATIONS, INC.

By: _____

Robert D. Heide, President