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Attorney at Law

P98000063338

November 12, 1998

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Sarasota, Florida 34231

(941) 924-1414  
(941) 924-1119 Fax

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation  
of PARCOM COMMUNICATIONS, INC.

600002687216--2  
-11/13/98--01070--005  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment for PARCOM COMMUNICATIONS, INC., along with my check #4046 in the amount of \$43.75 constituting the filing fee for the same and payment for a certified copy to be returned to me at the above address.

Thank you for your assistance, and please feel free to contact me should you have any questions or need anything further.

Very truly yours,

DAVID D. BONE

/pjh  
Enclosures  
crp-fm\filng.amd

FILED  
98 NOV 13 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

TLL NOV 17 1998

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
PARCOM COMMUNICATIONS, INC.


FILED  
98 NOV 13 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on November 5, 1998, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

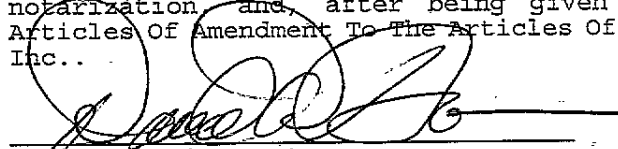
It is hereby resolved, by the Board Of Directors and the shareholders of Parcom Communications, Inc., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of Parcom Communications, Inc. Article IV be amended to change the shares of stock from 500 shares to 50,000,000.00 shares.

In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of Parcom Communications, Inc.

  
Corporate Officer - President  
Roberto PARADA JR.  
(Corporate Officer - Printed Or Typed Name)

State Of Florida  
County Of Sarasota

On 11/12/98, the above named corporate officer of Parcom Communications, Inc., who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of Parcom Communications, Inc..

  
Notary Public  
DAVID D. BONE  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

COAAAI1

Articles Of Amendment To The  
Articles Of Incorporation Of  
Parcom Communications, Inc.



(SEAL)