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BASIC AMENDMENT
LONG DISTANCE AMERICA, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LONG DISTANCE AMERICA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Long Distance America, Inc. (the "Corporation").

2. Article 7.1 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each having the par value of One Tenth of One Cent (\$0.001).

3. The foregoing amendment was adopted by consent of action of the Sole Shareholder and all of the Directors on March 29, 1999. The number of votes cast by the shareholder was sufficient for approval.

LONG DISTANCE AMERICA, INC.,
a Florida corporation

By: 
James A. Brown, President

Dated this 30th day of March 1999.

WPB/218994

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