



THE UNITED STATES
CORPORATION
COMPANY

P98000070358

ACCOUNT NO. : 072100000032

REFERENCE : 033633 7146642

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : November 16, 1998

ORDER TIME : 4:03 PM

ORDER NO. : 033633-005

CUSTOMER NO: 7146642

400002688884--8

CUSTOMER: Mr. Peter A. Savarese
Michael Harris, P.a.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: TRILOGY INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED
98 NOV 16 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASR
11/17/98

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TRILOGY INTERNATIONAL, INC.**

98 NOV 16 PM 3:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1001, §607.1003 and §607.0704 of the Florida Business Corporation Act (the "Act"), Trilogy International, Inc. (the "Corporation") adopts this Amendment to the Articles of Incorporation set forth below:

1. The name of the Corporation is Trilogy International, Inc.
2. The principal address of the Corporation is 1050 S.W. Chapman Way, Palm City, Florida, 34990.
3. The following amendment to the Corporation's Articles of Incorporation were adopted by the unanimous consent of the shareholders and board of directors of the Corporation on the 12th day of November, 1998 in accordance with and in a manner prescribed by the Act:

Article V is hereby amended as follows:

Article V - Capital Stock

This corporation is authorized to issue 30,000,000 shares of common stock, \$0.001, par value.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed the foregoing Amendment to the Corporation's Articles of Incorporation this 12th day of November, 1998.

TRILOGY INTERNATIONAL, INC.

By: Carol Berardi
Carol Berardi, President