

ACCOUNT NO.

072100000032

REFERENCE: 033344 81367A

400003745474--7

-02/21/01--01051--017 *****35.00 *****35.00

AUTHORIZATION :

COST LIMIT :

\$ PREPAID

ORDER DATE: February 21, 2001

ORDER TIME : 11:39 AM

ORDER NO. : 033344-010

CUSTOMER NO: 81367A

CUSTOMER: Ms. Karen Fornash

Eugene Michael Kennedy, P.a. 517 Southwest First Avenue

Fort Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: METROCOM, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 21, 2001

CSC 1201 Hays Street Tallahassee, FL 32301

SUBJECT: METROCOM COMMUNICATIONS, INC

Ref. Number: P98000071012

We have received your document for METROCOM COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

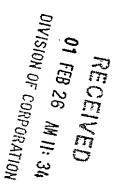
Please change the name on the line above the signatures on page 2 to Metrocom Communications, Inc.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 301A00011105

anpunicajeu date as tile date.



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION METROCOM COMMUNICATIONS, INC.

Lawrence A. Gould, President and Secretary of METROCOM COMMUNICATIONS, INC. (the "Corporation"), hereby certifies that on January 2, 2001 by Resolutions duly adopted pursuant to the provisions of \$607.1006, Florida Statutes (2000), the Corporation was authorized to and hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. ARTICLE IV - CAPITAL STOCK is hereby deleted and shall no longer be in force and effect; and in its place instead the following is inserted:

ARTICLE IV - CAPITAL STOCK

- (I) The corporation shall have authority to issue Thirty Million (30,000,000) shares of Common Stock, all of one class, with a par value of \$.0001 per share.
- (II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

IN ADDITION, the following Article shall be added:

ARTICLE IX - AFFILIATED TRANSACTIONS; CONTROL-SHARE ACQUISITIONS

- (I) The provisions of Florida Statutes §607.0901 or any similar successor statute do not apply to this corporation. This provision in these articles, expressly electing not to be governed by Florida Statutes §607.0901, is contained in the original Articles of Incorporation of this Corporation.
- (II) The provisions of Florida Statutes §607.0902 or any similar successor statute do not apply to control-share acquisitions of shares of this corporation. The limitation on control-share voting rights and the rights of dissenting shareholders reflected in Florida Statutes §§607.0902(9) and (11) respectively, shall, accordingly, not arise or affect any control-share acquisition of shares of this corporation.

The foregoing Amendment to the Articles of Incorporation of METROCOM COMMUNICATIONS, INC. and each component thereof, was approved by a majority of shareholders, holding of record at the time of such approval and by the corporation's Board of Directors on January 1, 2001. Such vote was sufficient for approval of the Amendment, and each of its component parts, by the corporation's shareholders.

approval of the Amendment, and each of its component parts, by the corporation's shareholders.

IN WITNESS WHEREOF, the President and Secretary of the undersigned Corporation have executed this Articles of Amendment of the Articles of Incorporation of METROCOM COMMUNICATIONS, INC. on this 20 day of February, 2001.

METROCOM COMMUNICATIONS, INC

3Y:____\V

Lawrence A. Gould, President

ATTEST:

Lawrence A Could Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA) SS	
COUNTY OF BROWARD)	
[v] personally known to me, or [] did produce as Lawrence A. Gould, President and Se he acknowledged to and before me that corporation for the purposes therein e	as identification and who executed the foregoing instrument cretary of the above named METROCOM COMMUNICATIONS TINC, and the executed such instrument as such President and Secretary of said expressed by due and regular corporate authority, and that said aid corporation and he did not take an oath.
WITNESS, my hand and offici	Notary Public
My Commission Experience M. KENNEDY EXPERIEN	Print Name