



UNITED STATES  
INCORPORATION  
COMPANY

P98000071012

07 FEB 21 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 033344 81367A

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

400003745474--7  
-02/21/01--01051--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amend*

DOMESTIC AMENDMENT FILING

NAME: METROCOM, INC.

EFFECTIVE 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:

RECEIVED  
01 FEB 21 PM 12:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

\*00789, 00721, 00524  
00677

*Dr*  
*2/27/01*



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

**RESUBMIT**  
Please give original  
submission date as file date.

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

RECEIVED  
01 FEB 26 AM 11:34  
DIVISION OF CORPORATION

**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<sup>th</sup> day of February, 2001.

METROCOM COMMUNICATIONS, INC.

BY: 

Lawrence A. Gould, President

ATTEST:

BY: 

Lawrence A. Gould, Secretary

**ACKNOWLEDGEMENT**

STATE OF FLORIDA     )  
  SS  
COUNTY OF BROWARD )

☒ **BEFORE ME**, personally appeared Lawrence A. Gould, who is  
[ ☒ ] personally known to me, or  
[    ] did produce \_\_\_\_\_ as identification and who executed the foregoing instrument  
as Lawrence A. Gould, President and Secretary of the above named METROCOM COMMUNICATIONS, INC., a Corporation, and  
he acknowledged to and before me that he executed such instrument as such President and Secretary of said  
corporation for the purposes therein expressed by due and regular corporate authority, and that said  
instrument is the free act and deed of said corporation and he did not take an oath.

**WITNESS**, my hand and official seal this 20th day of February, 2001.

  
\_\_\_\_\_  
Notary Public

Eugene M. Kennedy  
\_\_\_\_\_  
Print Name

