



THE UNITED STATES
CORPORATION
COMPANY

998000076811

ACCOUNT NO. : 072100000032

REFERENCE : 963301 4303929

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 35.00

ORDER DATE : September 16, 1998

ORDER TIME : 10:54 AM

ORDER NO. : 963301-005

900002640789--1

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL TELECARD
ALLIANCE, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
98 SEP 16 AM 11:30
DIVISION OF CORPORATION
FILED
98 SEP 16 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 9/16

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERNATIONAL TELECARD ALLIANCE, INC.**

FILED
98 SEP 16 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is INTERNATIONAL TELECARD ALLIANCE, INC. (the "Corporation").

2. Article II of the Corporation's Articles of Incorporation is hereby deleted and replaced by the following provision, which shall be and is the new Article II of the Articles of Incorporation:

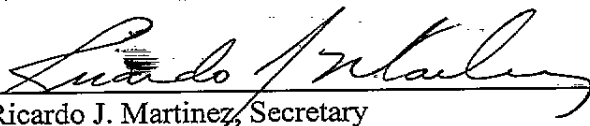
ARTICLE II

The address of the principal office, and the mailing address, of the Corporation is 2977 McFarlane Road, Coconut Grove, Florida 33133.

3. The above and foregoing was adopted by the written consent of the sole director and sole shareholder of the Corporation on September 14, 1998, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment this 15th day of September, 1998.

**INTERNATIONAL TELECARD ALLIANCE,
INC., a Florida corporation**

By: 
Ricardo J. Martinez, Secretary