198000089045

FEE SCHEDULE **DIVISION OF CORPORATIONS** TRANSMITTAL LETTER

DEPARTMENT OF STATE DIVISION OF CORPORATIONS PO BOX 6327 TALLAHASSEE, FL 32314

CORPORATE NAME: With Tree

OF COMPANY

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

5 \$70.00 Filing Fee

\$78.75

Filing Fee & Certificate

\$ 8.75

\$122.50 Filing Fee & Certified Copy

□ \$131.25

Filing Fee, Certified Copy & Certificate

5 \$ 52.50

Certified Copy of Amendments

FROM:

Certificate Only

TAX SERVICE OF FLORIDA DENISE MARIE CERA 175 WEST CAMINO REAL BOCA RATON, FL 33432

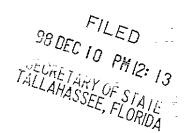
1-561-367-7371

800002709468--1 -12/10/98--01096--001

*****35.80 *****35.80

Penendment

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



DUTY FREE TELECOM, 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:

FIRST: Amendments(s) adopted: ARTICLE XIII -

The following are to be added as additional shareholders and officers:

Alan M. Silverman-Treasurer, Secretary

Gary Handerhan-Vice-President

The Stock ownership is now as follows:

Scott Wells, President, 33 1/3%

Alan M. Silverman-Treasurer, Secretary, 33 1/3%

Gary Handerhan-Vice-President, 33 1/3%

SECOND: If an amendment provides for an exchange, reclassification or cancellation of

issued shares, provisions for implementing the amendment if not contained in the

amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 6, 1998.

FOURTH: Adoption of Amendments(s) (CHECK ONE)

	The amendments(s) was/were approved by the shareholders. The number of votes cast for amendments(s) was/were sufficient for approval.
	The amendments(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendments)s):
	"The number of votes cast for the amendments(s) was/were sufficient for approval by" Voting group
-	voung group
	The amendments(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

SIGNED THIS 6th day of November, 1998.

SIGNATURE

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)

Scott Wells typed or printed name