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BASIC AMENDMENT

TOTAL TELCOM, INC.

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF TOTAL TELCOM, INC., a Florida corporation

Pursuant to the Florida Business Corporation Act, Article I of the Articles of Incorporation of TOTAL TELCOM, INC., a Florida corporation, hereinafter referred to as the "Corporation", is amended to read as follows:

ARTICLE I Name

The name of the Corporation is GALACTIC TELCOM, INC.

This Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously approved by the Corporation's directors and sole shareholder by Joint Written Consent effective as of November 11, 1999.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 112 day of November, 1999.

TOTAL TELCOM, INC.,

a Florida Corporation

By: V//
Peter Stolz, President

Prepared by: Donn A. Beloff, Esq. 450 E. Las Olas Blvd., Suite 950 Ft. Lauderdale, Florida 33301 (954) 463-2700 Florida Bar No. 222429

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SECRETARY OF STATE
TALLAHASSEE, FLORIGA