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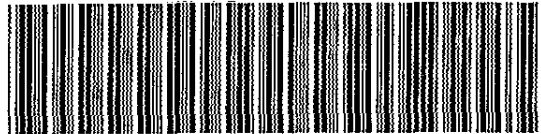
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
RICHARD A. CARTAGENA, INC.**

Pursuant to the provisions of section 607.1005, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is:

RICHARD A. CARTAGENA, INC.

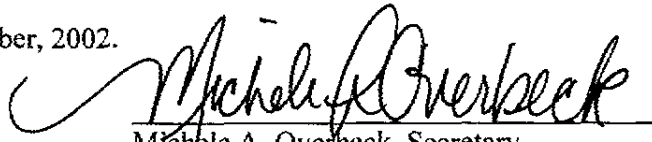
2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

ARTICLE I. NAME

The name of the Corporation is Nexxtworks Long Distance, Inc.. (hereinafter sometimes referred to as the "Corporation")

3. The amendment has been adopted this 12th day of December, 2002.
4. The amendment of the certificate of incorporation herein certified has been adopted by directors without shareholder action and shareholder action was not required.

Executed this 12th day of December, 2002.


Michele A. Overbeck, Secretary

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