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BASIC AMENDMENT

ORION FINANCIAL SERVICES, INC.

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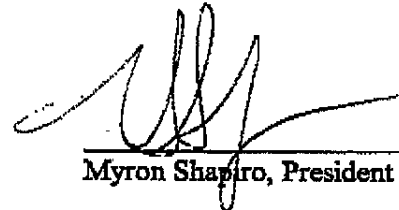
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ORION FINANCIAL SERVICES, INC.**

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:** Article I is amended as follows:
The name of the corporation is **ORION COMMUNICATION SERVICES, INC.**
- SECOND:** The date of this amendment is August 16, 1999.
- THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 16th day of August, 1999.



Myron Shapiro, President

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