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2002 AUG -6 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 693268 4372512
AUTHORIZATION : Patricia Pigeto
COST LIMIT : \$ 35.00

ORDER DATE : August 5, 2002

ORDER TIME : 12:18 PM

ORDER NO. : 693268-005

CUSTOMER NO: 4372512

200006921842--6

CUSTOMER: Ms. Tammy Plevretes
Anslow & Jaclin, LLP
Freehold Executive Center
4400 Route 9 South, 2nd Floor,
Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

NAME: ITELCO.COM, 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: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____

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C. Coulllette AUG 06 2002

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF I-TELECO.COM, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, I-Teleco.com, Inc. adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment I - Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be two billion five hundred million (2,500,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

In addition, the Corporation shall have the authority to issue ten million (10,000,000) shares of Preferred Stock at a par value of \$.0001 per share. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is also authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on June 28, 2002.

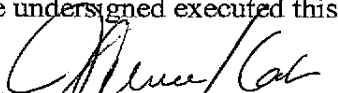
Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

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The undersigned executed this document on the date shown below.

By



Name: Jamee Kalimi

Title: President and Director

Date: 8/6/02