

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
YAK COMMUNICATONS (USA), INC.

Certificate of Status	0
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Amendment

6-4-99

DC

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
YAK COMMUNICATIONS (USA), INC.**

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The undersigned, being the sole director of YAK Communications (USA), Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

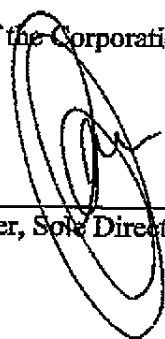
1. The name of the Corporation is YAK Communications (USA), Inc.
2. The Corporation does not yet have shareholders.
3. The following provision of the Articles of Incorporation of the Corporation be and it hereby is amended in the following particulars:

The first paragraph of Article THIRD of the Articles of Incorporation of the Corporation be and it hereby is amended to read in its entirety as follows:

"The Corporation is authorized to issue One Hundred Million (100,000,000) shares of Common Stock, having no par value per share, and One Million shares of Preferred Stock, having no par value per share.

4. The foregoing amendment was adopted by consent of the sole director of the Corporation on December 24, 1998.

IN WITNESS WHEREOF, the undersigned sole director of the Corporation has executed these Articles of Amendment this 24th day of December, 1998.



Charles Zwebner, Sole Director

Justin T. Wilson
2601 S. Bayshore Drive
Suite 1600
Miami, FL 33133
(305) 858-5555
JTW/C. INCORP/216766/13430.002

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