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Beth A. Y. Re 301 Clem W. Palm City/State/ CORPORATION	ayane questor's Name atis St. Address Boh. II 33401 Zip Phone # NAME(S) & DOCUMENT I	Office Use Only
1. (Corp	oration Name)	(Document #)
(Corp	oration Name)	(Document #) (Document #)
	oration Name) Pick up time	(Boodinent II)
The state of the s	Will wait Photoco	W MARKET COLOR
NEW FILINGS	AMENDMENTS	
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/	/ Director
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other	Amend
	Ottet	MAY 1 2 1999
CR2E031(1/95)		Examiner's Initials



SATURN [F] ECOMMUNICATIONS

TO:

Florida Department of State

Amendment Section

FROM:

Beth Najam

DATE:

5/6/99

REF:

Saturn Telecommunications Inc.

Dear Sir/Madam:

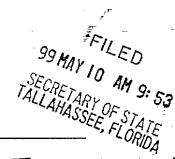
Attached please find amendment form which you have on file. I have made the appropriate changes and would appreciate if you could make the necessary adjustments at your earliest convenience. The check sent with the first set of forms includes the cost of the certified copy as well.

Thank you for your assistance. If you need to reach me, please feel free to contact me at 561-317-2868 or 561-651-7455.

Sincerely,

Beth Naiam

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



SATURN TELECOMMUNICATIONS 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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 5 - OFFICERS

DELETE - Sohail Najam

ARTICLE 6- DIRECTORS

DELETE - Schail Najam

Juraid Anwer

ADD/REPLACE VITH - Phedra Chalebeigi Rasheeda Butler

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:

Lpril 15, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

, a	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):			
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"	- ·		
iD	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
S	Signed this 5th day of May, 19 99.	<u>-</u>		
Signature	Ling Major			
	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	3 47		
	OR (By a director if adopted by the directors)			
	OR			
	(By an incorporator if adopted by the incorporators)			
	Beth A Na am Typed or printed name)	=		
	Vice-Praident/Director			