

P99000009434

LAW OFFICES OF  
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October 14, 1999

The Office of The Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399  
850-488-9000

500003016195--9  
-10/15/99--01061--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment for:  
Versacom International, Inc.

Dear Sir:

Enclosed is Thirty-Five Dollars (\$35.00) for filing the enclosed Articles of Amendment for Versacom International, Inc. Please date stamp the additional copy and return it to my attention, at the above-noted address. Should you have any question concerning the the filing, please call me at the above-noted telephone number. Thank you for your cooperation and assistance.

Very truly yours,

Carol B. Haight  
CBH\sme  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 15 PM 5:55

Amend  
LH 11-16-99



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 26, 1999

Carol B. Haight, Esquire  
Boca Plaza, Suite 300  
370 W. Camino Gardens Blvd.  
Boca Raton, FL 33432

SUBJECT: VERSACOM INTERNATIONAL, INC.  
Ref. Number: P99000009434

We have received your document for VERSACOM INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

Please state the information that is being added to article eight, nine and ten.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 599A00051367

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV 15 PM 5:54

ARTICLES OF AMENDMENT  
OF  
VERSACOM INTERNATIONAL, INC.

Pursuant to the provisions of Florida Statute 607.1003 and 607.1006 of the Florida Business Corporation Act, VERSACOM INTERNATIONAL, INC. (the "Corporation") hereby amends its Articles of Incorporation, originally filed with the Department of State of Florida on January 27, 1999, Document No: P99000009434, and subsequently amended on June 16, 1999. The directors hereby adopt the following Amended Articles of Incorporation, with complete shareholder action and consent. The Directors and Shareholders of the Corporation are one and the same.

1. The name under which the Corporation was originally incorporated was: M & J COMMUNICATIONS, INC., and subsequently Amended to be VERSACOM INTERNATIONAL, INC. The mailing address and principal office of this Corporation are located at:

131 NW 13TH STREET  
SUITE 36  
BOCA RATON, FLORIDA 33432

or at such other place as the Board of Directors may designate.

A. Article VIII shall be added and read: "All shares of the Corporation shall have preemptive rights."

B. Article IX shall be added and read: "All action taken by the Shareholders of the Corporation shall be by unanimous vote and/or unanimous written consent."

C. Article X shall be added and read: "All action taken by the Directors of the Corporation shall be by unanimous vote and/or unanimous written consent."

2. Article VIII now provides for preemptive rights.

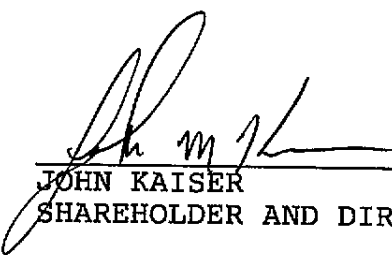
3. Article IX shall be added to the Articles of Incorporation requiring a unanimous vote and/or unanimous written consent for all action taken by Shareholders.

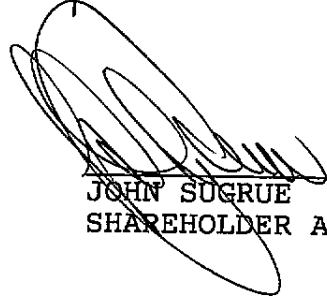
4. Article X shall be added to the Articles of Incorporation requiring a unanimous vote and/or unanimous written consent for all action taken by the Directors of the Corporation.


5. This amendment was made pursuant to Florida Statute 607.1003 and was unanimously approved by the shareholders of the Corporation on September 7, 1999. The number of votes cast for the amendment was sufficient for approval by all shareholders.

These Amended Articles of Incorporation have been duly adopted by all of the shareholders and Directors of the Corporation.

DATED this 7th day of September, 1999.

  
JOHN KAISER  
SHAREHOLDER AND DIRECTOR

  
JOHN SUGRUE  
SHAREHOLDER AND DIRECTOR

  
RANDALL PARKS  
SHAREHOLDER AND DIRECTOR