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LAW OFFICES

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June 16, 1999

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-06/18/99--01036--001
*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation for Seniorcare Management Services, Inc.

Greetings:

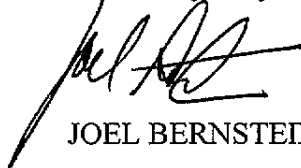
Enclosed please find the Amendment to Articles of Incorporation of Seniorcare Management Services, Inc. for the following:

PINNACLE TELCOM HOLDINGS CORP.

Also, please find enclosed our check in the amount of \$35 to cover the fee.

Please return a copy to us for our files.

Yours very truly,



JOEL BERNSTEIN

JB:jm
enc.

FILED
99 JUN 18 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Bernstein authorized
to add date of adoption
and to type his name
under his signature*

*Name Change
NFT 6-24-99*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SENIORCARE MANAGEMENT SERVICES, INC.

FILED
99 JUN 18 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: SENIORCARE MANAGEMENT SERVICES, INC.

2. Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE I

NAME

The name of this corporation is PINNACLE TELCOM HOLDINGS CORP.

3. The number of votes cast by the common stockholders, the only group entitled to vote, was sufficient for approval on June 12, 1999.

SENIORCARE MANAGEMENT SERVICES, INC.

June 12, 1999

By: 

President, Joel Bernstein