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July 17, 2000

Corporate Records Bureau
Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32301

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*****35.00 *****35.00

RE: CallBridge International Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Article of Amendment of the Articles of Incorporation of CallBridge International Inc. to be filed with your office. Also enclosed is a check in the amount of \$35.00 for the filing fee in this matter.

Thank you for your assistance.

Very truly yours,

Anthony N. Brimo

*Amend
7-26-00
ms*

ANb/d
enclosures

FILED
00 JUL 19 PM 1:06
TALLAHASSEE, FLORIDA

FILED

00 JUL 19 PM 1:06

**ARTICLE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
CALLBRIDGE INTERNATIONAL INC.**

STATE
TALLAHASSEE, FLORIDA

I, JERRY TAYLOR, President and Secretary of CALLBRIDGE INTERNATIONAL INC., a Florida Corporation, do hereby certify to the Secretary of State, State of Florida, that on the 12th day of June, 2000, a meeting of all of the stockholders and directors of this corporation was held pursuant to verbal call of the President at which time there were present all the shareholders representing all of the issued and outstanding shares of the common stock of the corporation, who waived notice of said meeting in writing and that by the unanimous vote of said stockholders and directors the following resolution, which has heretofore and on the 12th day of June, 2000, been duly and legally adopted by the Board of Directors of this corporation in meeting assembled:

RESOLVED, that pursuant to the provisions of Florida Statutes, Chapter 607, particularly Florida Statute 607.1006, the Articles of Incorporation are hereby amended by altering Article IV CAPITAL STOCK, to read as follows:

ARTICLE IV - CAPITAL STOCK

1. Total Shares. The aggregate number of shares the corporation has the authority to issue is 1,000,000 (One Million) shares.
2. Each share shall be issued at a par value of one cent (\$0.01).
- (end of Resolution)

Each share of capital stock issued and outstanding at the close of business on June 12, 2000, shall hereafter be exchanged for 100 shares of the new capital stock.

WE DO HEREBY CERTIFY that said resolution has not been altered, amended,
or rescinded and that it is in full force and effect this 12 day of June
2000.

CALLBRIDGE INTERNATIONAL
INC.

BY: 

JERRY TAYLOR

As President and Secretary

Attest:

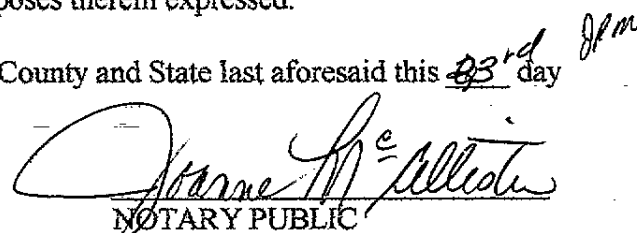


EUGENE SHCHEMELEV

As Vice President

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, this day, personally appeared JERRY TAYLOR, known to be and
known by me to be the President and Secretary of CALLBRIDGE INTERNATIONAL
INC., who, as such officers, does acknowledge the execution of the foregoing Articles of
Amendment in his capacity and for the purposes therein expressed.

WITNESS my hand and seal in the County and State last aforesaid this 03rd day June of 2000. 

NOTARY PUBLIC

My commission expires:



Joanne McAllister
Commission # 00894737
Expires Jan. 25, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, this day, personally appeared EUGENE SHCHEMELEV, known
to be and known by me to be the Vice President of CALLBRIDGE INTERNATIONAL

INC., and who, as such officer, does acknowledge the execution of the foregoing Articles of Amendment in his capacity and for the purposes therein expressed.

WITNESS my hand and seal in the County and State last aforesaid this 23rd day of June, 2000.


NOTARY PUBLIC

My commission expires:



Joanne McAllister
Commission # CG 894767
Expires Jan. 25, 2004
Bonded Thru
Atlantic Bonding Co., Inc.