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STEVEN H. KANE*

SUSAN VARKEY

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**Also admitted in Ohio and Kentucky 2090 Jun 22, 201 370 44

Secretary of State

Bureau of Corporate Records Attention: Corporations Division

Post Office Box 6327

Tallahassee, Florida 32314

Re:

Articles of Amendment to Articles of Incorporation of Tele-Cable

Communications, Inc.

Effective Date: Date of Filing

Dear Sir or Madam:

700004445297--0 -06/26/01--01021--008 ******35.00 ******35.00

In connection with the amendment of the Articles of Incorporation of the above corporation, I have enclosed the following:

- 1. One signed original and one signed copy of Articles of Amendment to Articles of Incorporation of Tele-Cable Communications, Inc., which provides for the elimination of pre-emptive rights.
- 2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the additional signed copy of the Articles of Amendment and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

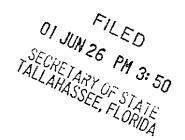
Jeffrey M. Koftun

cc: Mr. Daniel J. Callas

JUN 26 PM 3: 50 CRETARY OF STATE LAHASSEE, FLORIDA

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION \mathbf{OF} TELE-CABLE COMMUNICATIONS, INC.



Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Tele-Cable Communications, Inc., a corporation organized and existing under the laws of the State of Florida, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Section 1 - Name

The name of the corporation is Tele-Cable Communications, Inc. (hereinafter referred to as the "Corporation").

Section 2 - Adoption and Text of Amendments

All of the members of the Board of Directors of the Corporation approved the following resolutions amending the Articles of Incorporation by written consent dated April 12, 2001, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and a majority of the Shareholders of the Corporation cast a sufficient number of votes necessary to approve the resolution amending the Articles of Incorporation on April 12, 2001:

RESOLVED, that Article IX of the Articles of Incorporation shall be amended in its entirety to read as follows:

"No holder of shares of the corporation of any class now or hereafter authorized has any preferential or pre-emptive right to subscribe for, purchase or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which may at apy)time be issued, sold or offered for sale by the corporation." Dated this 22 day of _______, 2001.

Tele-Cable Communications, Inc.

Daniel J. Callas, President