Independent Telecom Services, Inc.

FILED

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SECRETARY OF STATE TALLAHASSEE FLORIDA

May 5, 2001

Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32314

RE: <u>P99000043912</u>

Please find enclosed herewith the executed Articles of Amendment for Independent Telecom Services, Inc. to distribute the 1000 issued shares.

Also enclosed is a check for the \$35.00 filing fee plus \$8.75 for a certificate of status.

Please do not hesitate to contact me should you have any questions.

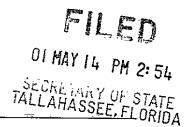
Howard S. Hyatt

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S. 21-01

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Independent Telecom Services, 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 III - Shares

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:

500 Shares - Howard S. Hyatt 500 Shares - Ana C. Senninger

THIRD:	The date of each amendment's adoption: $5 - 4 - 01$
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
×	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
	voting group
	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.
Signature	Signed this
	O.D.
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	The second of th
	Howard S. Hyatt Typed or printed name PRESIDENT
	President-

Title