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Division of Corporations PO Box 6327 Tallahassee, FL 32314

To whom it may concern,

Enclosed is Articles of Amendment from E Telecom Inc and a check totaling 43.75 (\$35 filing fee and \$8.75 for a certified copy)

Our return address is:

E Telecom Inc. 35008 Emerald Coast Parkway 4th Floor Destin FL 32541

Our Phone # is Phone: 850-650-8506

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF E TELECOM INC.

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted

ARTICLE III

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:

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is increased from 1000 shares of common stock having a par value of one dollar (\$1.00) per share to 20,000,000 shares of common stock having no par value. \Box

THIRD: The date of each amendment's adoption: April 12,A2000.

FOURTH: Adoption of Amendment(s)

[check one]

- x The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- The amendment(s)was/were.... approved by the shareholders through voting groups.

 [If this choice is made, this statement must be provided separately for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was 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.

Signed on April 12, 2000

John Beebe, President,
Director and Shareholder

Michael R. Varley, Vice
President,
Director and Shareholder

Gregory Oswalt, Secretary/Treasurer, Director and Shareholder

C:\BROWN\E.TEL\AMEND.