P99000058162

August 24, 2001

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SECRETARY OF STATE FALLAHASSEE, FLORIDA

Secretary of State Division of Corporations P O Box 6327 Tallahassee, Florida 32314 200004562262--E -08/29/01--01067--015 *****43.75 ******43.75

Re: Bellphone System, Inc.
Document # P99000058162

Gentlemen:

Enclosed Please find Articles of Amendment to Articles of Incorporation together with a check in the amount of 43.75.

This represents the cost of Filing for the Articles of Amendments and certificate of status of the Above Corporation.

Very Truly Yours,

Hugo Reyes

8400 SW 133th Avenue road # 319

Miami, Florida 33183

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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SECRE LARY OF STATE
TALLAHASSEE, FLORIDA

PHONE NETWORK SYSTEMS, INC.

BELLPHONE	SYSTEM,	INC.
(present name)		

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)

AMEND: ARTICLE I NAME OF CORPORATION

DELETE: BELLPHONE SYSTEM, INC.

ADD: PHONE NETWORK SYSTEMS, INC.

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:

THIRD:	The date of each amendment's adoption:	8-24-01
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FO	URTH: 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
Х	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 this day 24 of AUGUST ,xpg 2001
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	HUGO REYES
	Typed or printed name
	PRESIDENT/ DIRECTOR
	Title

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