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JS

John Stephen Marcum, CPA
5014 Gunn Highway
Tampa, Florida 33624

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. (813) 960-1337 (Corporation Name) (Document #)
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
9-9-99
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RITZ TELECOMM INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

AMENDMENTS ADOPTED AS FOLLOWS -

FIRST ARTICLE OF INCORPORATION, is amended to read as follows:

The office of the corporation is located at 5014 Gunn Highway, Tampa, FL 33624.

NINTH ARTICLE OF INCORPORATION, is amended to read as follows:

This article is deleted.

TWELFTH ARTICLE OF INCORPORATION, is amended to read as follows:

The Registered Agent of the corporation shall be:

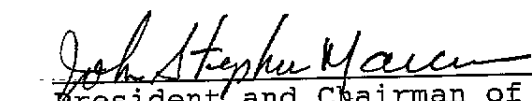
John Stephen Marcum, 5014 Gunn Highway, Tampa, FL 33624

DATE OF AMENDMENT' ADOPTION: August 23, 1999

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed 23rd day of August, 1999.

Signature


President and Chairman of the Board of Directors
John Stephen Marcum

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Ritz TELECOM INC.

2. The name and address of the registered agent and office is:

John Stephen Marcum
(Name)

5014 Gunn Highway
(P.O. Box or Mail Drop Box NOT acceptable)

Tampa FL 33624
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John Stephen Marcum
(Signature)

8-23-99
(Date)