

RICHARD H. TANENBAUM

Attorneys at Law  
Richard H. Tanenbaum

P99000103431

September 28, 2000

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

Re: Trilogy International, Inc.

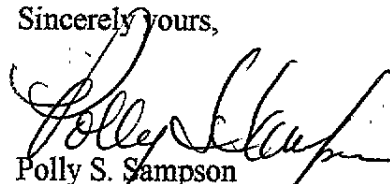
700003410467--2  
-10/02/00-01005--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen/Ladies:

I enclose the original and one copy of Articles of Amendment on behalf of the above Corporation, along with our check in the amount of \$35 to cover the filing fee. **PLEASE RETURN THE RECEIPTED COPY TO ME IN THE ENCLOSED NEXT DAY AIR PACKAGE.**

Please call me if you have any questions or if additional information is requested.

Sincerely yours,

  
Polly S. Sampson  
Corporate Paralegal

PSS

Amend

T. LEWIS OCT 12 2000

FILED  
00 OCT 12 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 5, 2000

RICHARD H. TANNEBAUM  
ATTORNEY AT LAW  
7315 WISCONSIN AVE., STE 775N  
BETHESDA, MD 20814

SUBJECT: TRILOGY INTERNATIONAL, INC.  
Ref. Number: P98000070358

We have received your document for TRILOGY INTERNATIONAL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of merger were filed on 12-01-1999.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut  
Corporate Specialist

Letter Number: 700A00052793

*10/6/00  
This was the  
wrong corporation  
letter, should not  
have been sent.*

RECEIVED  
00 OCT 12 PM 2:23  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

OF

TRILOGY INTERNATIONAL, INC.

FILED  
00 OCT 12 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Trilogy International, Inc., a Florida corporation (hereinafter called the "Corporation"), hereby certifies to the Secretary of State of the State of Florida that:

FIRST: The charter of the Corporation is hereby amended by deleting Article V in its entirety, and inserting in lieu thereof the following:

ARTICLE V - Capital Stock

The total number of shares of stock of all classes which the Corporation has authority to issue is Fifteen Million (15,000,000), of the par value of One Cent (\$.01) each, all of which shares are of one class and are designated Common Stock.

SECOND: The Board of Directors of the Corporation, by unanimous written consent pursuant to Section 607.0821 of the Florida General Corporation Law signed by all of the members thereof and filed with the minutes of proceedings of the Board, duly advised the foregoing amendment and directed that it be submitted for action thereon by the stockholders.

THIRD: By unanimous written consent, pursuant to Section 607.0706 of the Florida General Corporation Law, signed by all of the stockholders of the Corporation and filed with the records of the stockholders' meetings, the stockholders of the Corporation duly approved such amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation on September 21, 2000.

IN WITNESS WHEREOF, Trilogy International, Inc., has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Secretary on this 21st day of September, 2000 and the undersigned President of Trilogy International, Inc. acknowledges these Articles of Amendment to be the act of the Corporation and that, to the best of his knowledge, information and belief, the matters and facts set forth in these Articles of Amendment with respect to its authorization and approval are true in all material respects and that this statement is made under the penalties for perjury.

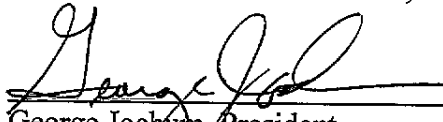
ATTEST:

  
Steven Berardi, Secretary

STEPHEN 

[Corporate Seal]

TRILOGY INTERNATIONAL, INC.

  
George Jochum, President