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Richard H. Tanenbaum

P99000103431

May 31, 2002

VIA FEDERAL EXPRESS

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

Re: Trilogy International, Inc.

500005666155--1  
-06/03/02--01088--020  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

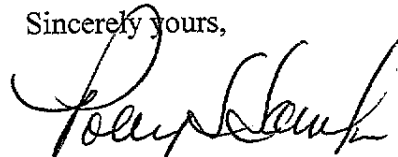
Gentlemen/Ladies:

I enclose for filing Articles of Dissolution on behalf of the above Corporation, along with our check in the amount of \$35 to cover the filing fee.

Please return the stamped copy to my attention in the enclosed federal express envelope.

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

Sincerely yours,



Polly S. Sampson  
Corporate Paralegal

PSS

Enclosures

FILED  
02 JUN -3 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Federal Express  
envelope was not  
attached, sent regular  
mail.*

*Amend  
to Lewis 6/7/02*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TRILOGY INTERNATIONAL, INC.

FILED  
02 JUN -3 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, Trilogy International, Inc., a Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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 Twenty Million (20,000,000), of the par value of One Cent (\$.01) each, all of which shares are of one class and are designated Common Stock.

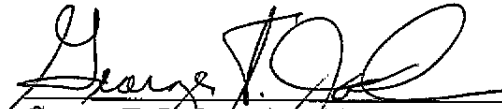
SECOND: The amendment was adopted on March 27, 2002 and was approved by the Shareholders of the Corporation. The number of votes cast for the amendment was sufficient for approval.

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 15 day of MAY, 2002, 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:

TRILOGY INTERNATIONAL, INC.

  
Stephen M. Berardi, Sr., Secretary

  
George T. Jochum, President

[Corporate Seal]