

099000107916
WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN
ATTORNEYS AT LAW
" Founded 1925 "

WILLIAM T. HARRISON, JR.
GEORGE A. DIETZ
WILLIAM E. GETZEN
MONTE K. MARSHALL
JAMES L. RITCHEY
HUGH MCPHEETERS, JR.
WILLIAM G. LAMBRECHT
JOHN T. BERTEAU
JOHN V. CANNON, III
CHARLES D. BAILEY, JR.
J. MICHAEL HARTENSTINE
MICHELE B. GRIMES
JAMES L. TURNER
WILLIAM M. SEIDER

ELIZABETH C. MARSHALL
ROBERT W. BENJAMIN
FRANK STRELEC
TERRI SALT COSTA
DAVID A. WALLACE
MARK A. SCHWARTZ
RIC GREGORIA
M. LEWIS HALL, III
JEFFREY A. GREBE
JOHN L. MOORE
LINDA R. GETZEN
MORGAN R. BENTLEY
ELVIN W. PHILLIPS
FRAZER F. HILDER

R. DAVID BUSTARD
JOAN BRADBURY KAYSER
SUSAN BARRETT HECKER
CAROL ANN KALISH
KIMBERLY PAGE WALKER
J. HUGH MIDDLEBROOKS
R. SCOTT COLLINS
PATRICK W. RYSKAMP
PETER T. CURRIN
E. JOHN WAGNER, II

J.J. WILLIAMS, JR. (1886-1968)
W. DAVIS PARKER (1920-1982)

200 South Orange Avenue, Sarasota, Florida 34236
Post Office Box 3258, Sarasota, Florida 34230-3258

Telephone (941) 366-4800
www.williamsparker.com

Writer's Facsimile (941) 366-5109

April 17, 2000

Division of Corporations
Amendments
Post Office Box 6327
Tallahassee, Florida 32314

600003214676--7
-04/19/00--01061--013
*****43.75 *****43.75

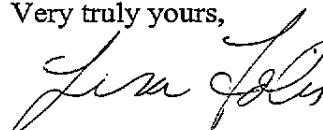
Re: 5 STAR COMMUNICATIONS SERVICES, INC.

Dear Sir/Madam:

Enclosed please find duplicate originals of the Articles of Amendment of 5 Star Communications Services, Inc. Please file this amendment as quickly as possible. Then, using our original, please provide a certified copy and return it to our office via regular US mail. We also enclose our check made payable to "Secretary of State" in the amount of \$43.75 to cover the filing fees for this transaction.

Thank you very much, and please contact the undersigned should any problems arise in connection with this filing.

Very truly yours,



Lisa Folis
Corporate Paralegal

FILED
00 APR 19 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAF/encl.-392355

*all
4/28
amend*

**ARTICLES OF AMENDMENT
OF
5 STAR COMMUNICATIONS SERVICES, INC.**

The Articles of Incorporation of 5 Star Communications Services, Inc., a Florida corporation, are hereby amended by striking Article 3 in its entirety and by substituting in its place the following:

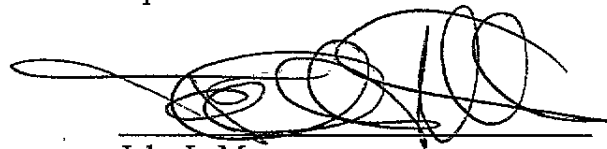
3. Authorized Shares. The corporation is authorized to issue a total of 12,500,000 shares of common stock having a par value of \$0.01 per share. The common shares shall be divided into two classes, as follows:

- A. Voting Common Stock - 6,000,000
- B. Non-Voting Common Stock - 8,250,000

The rights, privileges, limitations and preferences of the Voting shares and the Non-Voting shares shall be identical except that all voting rights shall be vested in the Voting shares. Non-Voting shares shall have no voting rights. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for the shares.

The amendment was approved and adopted by written consent of the sole Incorporator of the Corporation effective as of January 1, 2000 pursuant to Section 607.1005, Florida Statutes. No shares have been issued by the Corporation.

IN WITNESS WHEREOF, the Incorporator of the Corporation has executed these Articles of Amendment.



John L. Moore
Incorporator

LAF-390460

FILED
00 APR 19 PM 5:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA