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FILED
97 AUG 29 AM 8:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 28, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Telephone # (850) 487-6050
Attn: Amendment Section

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-08/29/97--01057--002
*****35.00 *****35.00

VIA Federal Express

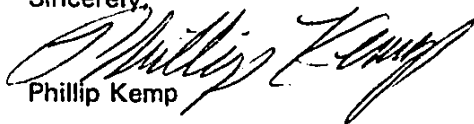
SUBJECT: Atlas Audiotex, Inc. name change to Phone Interactive Communications Corp.

Enclosed please find the following:

1. The original and one copy of Certificate of Amendment
2. A check in the amount of \$35.00 for the Amendment filing fee

If you have any questions or need any further information, please feel free to call me at the number provided above.

Sincerely,


Phillip Kemp

V8 SEP 10 1997

N/C

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ATLAS AUDIOTEX, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being President and Secretary respectively, of Atlas Audiotex, Inc. hereby certify that:

1. The name of the corporation is

ATLAS AUDIOTEX, INC.

2. The Articles of Incorporation were filed with the Department of State on July 3, 1991.

3. The first paragraph of the Articles of Incorporation, relating to the name of the Corporation is hereby amended to Phone Interactive Communications Corp. and shall read as follows:

Article I

The name of the Corporation is **PHONE INTERACTIVE COMMUNICATIONS CORP.**

5. The stated capital of the Corporation will not be affected nor will there be any exchange, reclassification or cancellation of any of the Corporation's authorized shares.

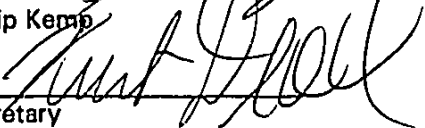
6. The foregoing amendment to the Articles of Incorporation was authorized by resolution of the Board of Directors and by a majority of the Corporation's issued and outstanding common stock at a special meeting of the shareholders held August 28, 1997. The number of votes cast for the approval of the Amendment was sufficient for approval.

7. The effective date of this Amendment to the Articles of Incorporation shall be August 29, 1997.

IN WITNESS WHEREOF, the undersigned have submitted this Certificate of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this 28th day of August 1997.



President
Phillip Kemp



Secretary
Kurt Draxl