

V53290

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BASIC AMENDMENT

SKIN TIGHT, INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SKIN TIGHT, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being all of the Directors of Skin Tight, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number V53290, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors and majority consent of the shareholders of said Corporation dated December 2, 1998, the Directors and shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

Article I shall be deleted in its entirety and substituted with the following:

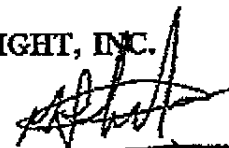
ARTICLE I
CORPORATE NAME

The name of the Corporation shall be "CALLMATE TELECOM INTERNATIONAL, INC."

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Unanimous Written Consent of the Board of Directors and by a majority of the shareholders of the Common Stock of the Corporation dated December 2, 1998, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of December 2, 1998.

SKIN TIGHT, INC.

By: 
Name: MOHAMMAD SAAD AL-GHARBI
Its: PRESIDENT

Charles B. Pearlman, Esq., Florida Bar No. 235547
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