

V53290



FILED
00 APR 17 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 656534 4354503
AUTHORIZATION : Patricia Pizots
COST LIMIT : \$ 35.00

ORDER DATE : April 10, 2000
ORDER TIME : 10:35 AM
ORDER NO. : 656534-005
CUSTOMER NO: 4354503

Amended &
Restated
300003210979--6
Articles

CUSTOMER: Mr. John Conrad
Piper Marbury Rudnick & Wolfe
1251 Avenue Of The Americas
28th Floor
New York, NY 10020-1104

DOMESTIC AMENDMENT FILING

NAME: CALLMATE TELECOM
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
00 APR 17 PM 12:14
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

*02250, 00579, 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 18, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: CALLMATE TELECOM INTERNATIONAL, INC.
Ref. Number: V53290

We have received your document for CALLMATE TELECOM INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 200A00021063

RECEIVED
00 APR 18 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
authorization date as file date.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CALLMATE TELECOM INTERNATIONAL, INC.**

00 APR 17 PM 4:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, Callmate Telecom International, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Act, bearing document number V53290, approves and adopts the following Amended and Restated Articles of Incorporation: (adopted on March 31, 2000)

**I.
NAME**

The name of the Corporation is "Callmate Telecom International, Inc."

**II.
TERM OF EXISTENCE**

The term of the Corporation shall be perpetual.

**III.
PRINCIPAL OFFICE**

1 Wilton Street
Bradford, BD5 OAX
United Kingdom

**IV.
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Florida is Corporation Service Company. The name of its registered agent at such address is 1201 Hays Street, Tallahassee, FL 32301.

**V.
PURPOSES**

The nature of the business of the Corporation is to engage in any lawful acts or activities for which corporations may be organized under the Act and to possess and exercise all of the powers and privileges granted under such law and the other laws of the State of Florida.

VI.
CAPITAL STOCK

A. The Corporation is authorized to issue 50,000,000 shares of \$.001 par value Common Stock, which will be divided into 47,100,000 shares of Class A Common Stock and 2,900,000 shares of Class B Convertible Common Stock. The Common Stock issued and outstanding prior to the effective date of these Amended and Restated Articles of Incorporation will be designated as Class A Common Stock.

B. 1. **General.** The voting, dividend and liquidation rights of the holders of shares of Class A Common Stock and Class B Convertible Common Stock shall be as set forth herein.

2. **Voting.**

(a) The holders of shares of Class A Common Stock are entitled to one vote for each share held at each meeting of stockholders of the Corporation (and all written actions in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration.

(b) The holders of shares of Class B Convertible Common Stock are entitled to a number of votes for each share of Class A Common Stock equal to the number of shares into which each share of Class B Convertible Common Stock held of record by such holder is then convertible (as adjusted from time to time pursuant to Section B.4 hereof) at each meeting of stockholders of the Corporation (and all written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The holders of shares of Class B Convertible Common Stock shall vote together with the holders of Class A Common Stock on all actions to be taken by the stockholders of the Corporation.

(c) The presence in person or by proxy of the holders of a majority of the shares of Common Stock then outstanding shall constitute a quorum.

3. **Dividends; Distributions.** Subject to the provisions of the Act, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, the holders of Common Stock shall be entitled to receive all remaining assets of the Corporation available for distribution to its stockholders. The holders of Class B Convertible Common Stock shall be entitled to participate in such dividends and distributions as if such shares had been converted into Class A Common Stock immediately prior to the record date for such dividend or distribution.

4. **Conversion Rights Pertaining to Class B Convertible Common Stock.**

(a) **Optional Conversion.** At any time, any holder of Class B Convertible Common Stock shall have the right, at its option, to convert all of the shares

of Class B Convertible Common Stock held by such holder into shares of Class A Common Stock on the basis set forth in this Section B.4.

(b) Conversion Procedure.

(i) Upon conversion, each share of Class B Convertible Common Stock held by such holder shall be converted into a number of shares of Class A Common Stock determined by multiplying each share of Class B Convertible Common Stock to be converted by the applicable conversion rate (the "Conversion Rate"). The initial Conversion Rate shall be one, subject to adjustment pursuant to this Section B.4.

(ii) On the effective date of conversion (the "Conversion Date"), the rights of the holder of such Class B Convertible Common Stock as such holder (including the right to receive dividends on the Class B Convertible Common Stock) shall cease and the Person or Persons in whose name or names any certificate or certificates for shares of Class A Common Stock are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common Stock represented thereby.

(iii) As soon as practicable after the Conversion Date (but in any event within ten (10) business days after the holder has delivered the certificates evidencing the shares of Class B Convertible Common Stock converted into shares of Class A Common Stock in accordance herewith), the Corporation shall deliver to the converting holder a certificate or certificates representing, in the aggregate, the number of shares of Class A Common Stock issued upon such conversion, in the same name or names as the certificates representing the converted shares and in such denomination or denominations as the converting holder shall specify.

(iv) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common Stock, solely for the purpose of issuance upon the conversion of the Class B Convertible Common Stock, such number of shares of Class A Common Stock as are issuable upon the conversion of all outstanding shares of Class B Convertible Common Stock.

(c) Issuance of New Securities. In the event New Securities are issued by the Corporation, the Conversion Rate shall be adjusted as follows:

$$\text{Conversion Rate} = \frac{\text{Conversion Number}}{\text{Outstanding Class B Convertible Common Stock}}$$

$$\text{Conversion Number} = \frac{\text{Number of Outstanding Shares of Class A Common Stock on a Fully Diluted Basis}}{1 - \text{the Applicable Percentage}} - \text{Number of Outstanding Shares of Class A Common Stock on a Fully Diluted Basis}$$

$$\text{Applicable Percentage} = \frac{\text{Number of Shares of Class B Convertible Common Stock Outstanding immediately before conversion of Class B Convertible Common Stock}}{19,200,000 + \text{Number of Shares of Class B Convertible Common Stock Outstanding}}$$

(carried to the sixth decimal)

(d) Treatment of Convertible Securities and New Securities Subject to Vesting. In the event the New Securities are Convertible Securities, then adjustment to the Conversion Rate pursuant to Section B.4(d) shall occur upon their grant, issuance or sale, and no further adjustment of the Conversion Rate shall be made when Common Stock and, if applicable, any other Convertible Securities, are actually issued upon the exercise, conversion or exchange of such Convertible Securities. If the rate at which any Convertible Securities are convertible into or exercisable or exchangeable for Common Stock changes at any time, the Conversion Rate in effect at the time of such change shall be readjusted to the Conversion Rate that would have been in effect at such time had such Convertible Securities that are still outstanding provided for such changed conversion rate at the time such Convertible Securities were initially granted, issued or sold; and on the termination date of any right to exercise, convert or exchange such Convertible Securities the Conversion Rate then in effect hereunder shall be readjusted to the Conversion Rate that would have been in effect at the time of such termination had such Convertible Securities, to the extent outstanding immediately prior to such termination, never been issued. In the event any New Securities issued by the Corporation are not fully vested on the date of issuance, and all or a portion of such unvested New Securities subsequently are forfeited to the Corporation, then, in such event, the Conversion Rate shall be readjusted to the Conversion Rate that would have been in effect at the time of such forfeiture had such New Securities, to the extent outstanding immediately prior to such forfeiture, never been issued.

(e) Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend, recapitalization or otherwise) its outstanding shares of Class A Common Stock into a greater number of shares without taking equivalent action with respect to the shares of Class B Convertible Common Stock, the Conversion Rate in effect immediately prior to such combination shall be proportionately increased, and conversely, in the event the outstanding shares of Class A Common Stock shall be combined (by reverse stock split or otherwise) into a smaller number of shares, the Conversion Rate in effect immediately prior to such combination shall be proportionately reduced. In any such event, the numbers, percentages, computations and the like in these Amended and Restated Articles of Incorporation shall

be deemed modified as necessary, *mutatis mutandis*, to give appropriate effect to such subdivision or combination.

(f) Special Definitions. For purposes of this Section 4, the following definitions shall apply:

(i) "Convertible Securities" means any evidences of indebtedness, shares or other securities directly or indirectly convertible into or exchangeable for Common Stock.

(ii) "Fully Diluted Basis" means that pro forma effect is given to the issuance of (i) all shares of Common Stock outstanding at the time of determination after giving effect to the issuance of any shares on such date, (ii) all shares of Common Stock issuable upon the exercise of any option, warrant or other right or security outstanding or reserved for issuance at the time of determination and (iii) all shares of Common Stock issuable upon the exercise of any conversion or exchange right contained in any security outstanding at the time of determination that is convertible into or exchangeable for shares of Common Stock; provided, however, that in calculating the number of shares of Class A Common Stock on a fully diluted basis, there shall be excluded shares issuable upon conclusion of Class B Convertible Common Stock.

(iii) "New Securities" means any shares of Common Stock or Convertible Securities, whether now authorized or not; provided, however, that "New Securities" does not securities issued upon exercise of options currently outstanding or available for grant under the Corporation's Stock Option Plan.

(iv) "Person" shall mean an individual, partnership, corporation, limited liability companies, association, trust, joint venture, unincorporated organization and any government, governmental department or agency or political subdivision thereof.

VII. AFFILIATED TRANSACTIONS

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transaction involving the Corporation.

VIII.
CONTROL SHARE ACQUISITIONS

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

IX.
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute and these Amended and Restated Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WRITTEN CONSENT A MAJORITY OF THE SHAREHOLDERS
OF
CALLMATE TELECOM INTERNATIONAL, INC.

In lieu of a special meeting of the shareholders of Callmate Telecom International, Inc. (the "Corporation"), the undersigned, being a majority of the shareholders of the Corporation, hereby consent and adopt the following resolutions by written consent pursuant to Section 607.0704 of the Florida Business Corporation Act and the actions hereinafter set forth shall be, and hereby are, taken by a majority of the shareholders of the Corporation as of the date hereof:

Amendment and Restatement of Articles of Incorporation

RESOLVED, that the Corporation amend and restate the Articles of Incorporation of the Corporation to, among other things, (i) change the address of the Corporation's principal office, (ii) change the name and address of the Corporation's registered agent, (iii) divide the 50,000,000 shares of authorized capital stock into 47,100,000 shares of Class A Common Stock, \$.001 par value, and 2,900,000 shares of Class B Convertible Common Stock, \$.001 par value, (iv) set forth the rights and preferences of each class of common stock and (v) specify the conversion rights pertaining to the Class B Convertible Common Stock; and that, as so amended and restated, the Articles of Incorporation shall read in its entirety as set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to do any and all acts and things, to execute, deliver and file, or cause to be filed, any and all certificates, instruments, documents and papers, to incur and pay all such fees and expenses and to engage such persons as the officer or officers shall deem necessary, appropriate, advisable, convenient or proper to carry out fully the intent and purposes of the foregoing resolutions.

APR 18 '00 15:16 FROM PMRW-LLP

TO 8505211010#----- PAGE.004/007

3/03 '00 FR 13:55 KAA 14000 40000

FROM : CORP OFFICE
MAR 30 2000 08:28 FR PMRW-LLP

PHONE NO. : 3855341994
2126356001

Mar. 31 2000 05:32AM F3

TO 1007502860#1319 P.15/20

IN WITNESS WHEREOF, the undersigned has duly executed this Unanimous Written
Consent as of the 31 day of March, 2000.



Mahmood Bakami _____ shares



Mahammad Fakhir Gobir _____ shares

_____ shares

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF
CALLMATE TELECOM INTERNATIONAL, INC.

In lieu of a special meeting of the directors of Callmate Telecom International, Inc. (the "Corporation"), the undersigned, being all the directors of the Corporation, hereby consent and adopt the following resolutions by written consent pursuant to Section 607.0821 of the Florida Business Corporation Act and the actions hereinafter set forth shall be, and hereby are, taken by the directors of the Corporation as of the date hereof:

Amendment and Restatement of Articles of Incorporation

RESOLVED, that, subject to shareholder approval, the Corporation amend and restate the Articles of Incorporation of the Corporation to, among other things, (i) change the address of the Corporation's principal office, (ii) change the name and address of the Corporation's registered agent, (iii) divide the 50,000,000 shares of authorized capital stock into 47,100,000 shares of Class A Common Stock, \$.001 par value, and 2,900,000 shares of Class B Convertible Common Stock, \$.001 par value, (iv) set forth the rights and preferences of each class of common stock and (v) specify the conversion rights pertaining to the Class B Convertible Common Stock; and that, as so amended and restated, the Articles of Incorporation shall read in its entirety as set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

FURTHER RESOLVED, that the Amended and Restated Articles of Incorporation be submitted to a vote for the written consent of the shareholders of the Corporation in accordance with the provisions of the Florida Business Corporation Act and that, upon receipt of shareholder approval, the appropriate officers of the Corporation are, and each hereby is, authorized and directed to file the Amended and Restated Articles of Incorporation with the Department of State of the State of Florida and take such other actions as are necessary to effectuate such filing.

Fees and Expenses

RESOLVED, that the Corporation hereby authorizes the payment of all necessary and reasonable fees and expenses incurred in connection with the above transactions including, without limitation, all fees and expenses of the Corporation's attorneys; and that the appropriate officers of the Corporation are authorized, in the name and on behalf

of the Corporation, to make all such payments and all other payments as they, or any of them, shall determine to be necessary and appropriate in connection with the above transactions, such payment to be conclusive evidence of their determination, to the extent any such payments have been made to date, such payments are hereby ratified, approved and confirmed in all respects.

General Resolutions

RESOLVED, that the appropriate officers of the Corporation be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to do any and all acts and things, to execute, deliver and file, or cause to be filed, any and all certificates, instruments, documents and papers, to incur and pay all such fees and expenses and to engage such persons as the officer or officers shall deem necessary, appropriate, advisable, convenient or proper to carry out fully the intent and purposes of the foregoing resolutions. The performance of any such act or thing and the execution of any such certificate, instrument, document or paper by such officer or officers pursuant to these resolutions shall be conclusive evidence that the same have been authorized and approved by the Corporation in every respect; and

FURTHER RESOLVED, that the authority given hereunder shall be deemed retroactive and any and all acts relating to the subject matter of the foregoing resolutions performed prior to the passage of these resolutions are hereby authorized, ratified and approved in all respects.

Appointment of Appropriate Officers

RESOLVED, that for the purposes of each of the above and foregoing resolutions, the term "appropriate officers of the Corporation" shall include any director, the Chairman of the Board, the Chief Executive Officer, the Chief Operating Officer, the President, the Chief Financial Officer, any Vice-President, the Secretary, the Assistant Secretary, the Treasurer and the Assistant Treasurer of the Corporation.

APR 18 '00 15:17 FROM PMRW-LLP
31/03 '00 FR 13:38 FAX *****

TO 8505211010#----- PAGE.0077007

FROM : CORP OFFICE
MAR 30 2000 08:19 FR PMRW-LLP

PHONE NO. : 3255341994

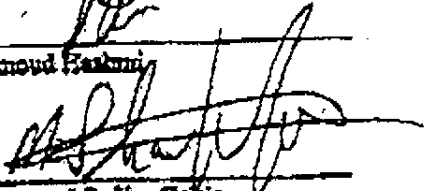
Mar. 31 2000 05:32AM P4

2128355001 TO 102784256041819 P.13/20

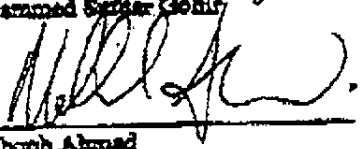
IN WITNESS WHEREOF, the undersigned has duly executed this Unanimous Written
Consent as of the 31 day of March, 2000.



Mahmoud Haskini



Mohammed Sattar Gohir



Mahboob Ahmad

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be signed on its behalf by an authorized officer as of this 12th day of April, 2000.

CALLMATE TELECOM INTERNATIONAL,
INC.

By: 

Name: MAHMOOD HASHMI
Title: CEO

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Corporation Service Company, residing in this state,
having a business office identical with the registered
office of the corporation named below, and having been
designated as the Registered Agent in the above and
foregoing Articles of Incorporation of:

CALLMATE TELECOM INTERNATIONAL, INC.

is familiar with and accepts the obligations of
the position of Registered Agent under Section
607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew