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BASIC AMENDMENT

ACCERIS COMMUNICATIONS INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2004

ACCERIS COMMUNICATIONS INC.
9775 BUSINESS PARK AVENUE
SAN DIEGO, CA 92737

SUBJECT: ACCERIS COMMUNICATIONS INC.
REF: G35222

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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**ARTICLES OF AMENDMENT TO THE AMENDED
AND RESTATED ARTICLES OF INCORPORATION
OF
ACCERIS COMMUNICATIONS INC.**

Pursuant to the Amended and Restated Articles of Incorporation of the Acceris Communications Inc. f/k/a I-Link Incorporated (the "Corporation"), as amended (the "Articles of Incorporation") and the provisions of Section 607.1003 of the Florida Business Corporation Act, the Board of Directors of the Corporation recommended and the shareholders of the Corporation have resolved to amend the Articles of Incorporation, as follows:

- A. Article VI of the Articles of Incorporation shall be deleted in the entirety and the following shall be substituted therefor:

"Article VI Reserved."

- B. Paragraph A(1) of Article III of the Articles of Incorporation shall be amended by deleting paragraph A(1) as it is now in its entirety and substituting the following for it:

"A(1). Three Hundred Million (300,000,000) shares of common stock, having a par value of \$.01 per share (the "Common Stock")."

The date of adoption was December 30, 2003.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be executed by its Chief Financial Officer this 2nd day of January, 2004.

ACCERIS COMMUNICATIONS INC.

By: _____


Gary M. Clifford
Chief Financial Officer

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