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1-800-FAIRCALL

April 17, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003217382--3
-04/20/00-01098-025
*****35.00 *****35.00

Re FairCall Corporation-Articles of Amendment to Articles of Incorporation

To Whom It May Concern:

Enclosed herein please find an original and one copy of the Articles of Amendment to Articles of Incorporation of FairCall Corporation. In addition, I have enclosed a check in the sum of \$35.00 for the filing fee. Please file stamp the enclosed and return the file stamped copy in the enclosed envelope.

Please contact the undersigned at (561) 278-1130 ext. 228 should you have any questions regarding this matter.

Very truly yours,

Ma Ruth
Maureen Ruthman

*Amend
4-27-00
DRS*

enclosures

FILED
00 APR 20 PM 12:46
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 APR 20 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FairCall Corporation
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article Sixth is hereby deleted and replaced with the following:

The total number of shares of Capital Stock which the corporation has authority to issue is one million three thousand shares of common stock with each share having a par value of one cent (\$0.01). Two hundred thousand (200,000) of the one million three thousand (1,003,000) shares shall be designated Series 2 stock which shall have no preference rights and no voting rights except prescribed by law.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 14, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

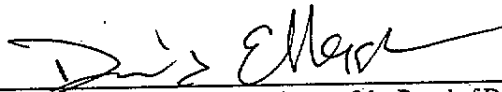
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of January, 2000

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

David N. Ellerstein

Typed or printed name

President and Director

Title