

1-800-FAIRCALL

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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August 11, 2000

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

To Whom It May Concern:

Enclosed herein please find one original and one copy of the Articles of Amendment of the Articles of Incorporation of FairCall Corporation for your processing. Please process the original and file stamp and return the copy to my attention in the enclosed self addressed and stamped envelope. I have enclosed a check in the amount of \$35.00, payable to Department of State, to cover the filing fee.

Please call me should you have any questions regarding this matter. I can be reached at (561) 278-1130 ext. 228.

Thank you,

Maureen Ruthman
Maureen Ruthman

enclosures

Amend.

V. Shepard

V. SHEPARD AUG 24 2000

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
FAIRCALL CORPORATION

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FairCall (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Florida, does, by David Ellerstein, its President and a Director, hereby certifies that:

1. The original Articles of Incorporation of the Corporation was filed with the Secretary of State of the State of Maryland on November 12, 1993, Articles of Amendment to the Articles of Incorporation of the Corporation was filed with the Secretary of State of the State of Maryland on April 23, 1998, a Certificate of Domestication was filed with the Secretary of State of Florida on January 19, 2000, Articles of Amendment to Articles of Incorporation was filed with the Secretary of the State of Florida on April 20, 2000 and on May 5, 2000.

2. Pursuant to the provisions of section 607.1006, Florida Statutes, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation, which were unanimously approved and adopted by all shareholders and directors of the Corporation on December 1, 1999:

"Article SIXTH of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following paragraph shall be substituted in lieu thereof:

SIXTH: The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is eighteen million (18,000,000) shares of the class designated "Common Stock" with a par value of \$0.01 per share.

The designations, preferences, privileges and powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions of the above classes of capital stock shall be as follows:

A. Common Stock.

Except as otherwise provided in this Part A or as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

1. Dividends. Subject to the preferential rights, if any, of the Preferred Stock, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property, or in shares of capital stock.

2. Voting Rights. At every annual or special meeting of the stockholders of the Corporation, every holder of Common Stock shall be

entitled to one vote, in person or by proxy, for each share of Common Stock standing in his name on the books of the Corporation.

3. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation.

C. General.

No holder of shares of the Corporation of any class, now or hereafter authorized, shall have any preemptive rights to subscribe for or purchase additional, unissued or treasury shares of capital stock or other securities of the Corporation. The Corporation shall not issue fractional shares of Common Stock or Preferred Stock and any fractional shares shall be rounded up to the nearest whole share."

3. Pursuant to the provisions of section 607.1006, Florida Statutes, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation, which were unanimously approved and adopted by all shareholders and directors of the Corporation on December 1, 1999:

"The Corporation shall declare a stock split of the outstanding shares of Common Stock of the Corporation as follows: Each one (1) share of Common Stock of the Corporation issued and outstanding as of the date hereof shall be converted automatically, and without further action by the holder thereof, into ten (10) validly issued, fully-paid and nonassessable shares of Common Stock of the Corporation."

4. Pursuant to the provisions of section 607.1006, Florida Statutes, the Corporation adopts the following Articles of Amendment to its Articles of Incorporation, which were unanimously approved and adopted by all shareholders and directors of the Corporation on May 12, 2000:

"That the Articles of Amendment to Articles of Incorporation filed on April 20, 2000 and May 5, 2000 were filed in error and accordingly, any changes effected thereby shall be of no force and effect."

Dated: July 20, 2000

FAIRCALL CORPORATION.

By: 
David Ellerstein, President & Director