

P01000086585

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*Amend
T. Lewis*

FILED
05 APR - 4 PM 1:14
STATE OF MISSISSIPPI

08/28/03--01039--026 **35.00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
05 APR -4 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIVERCELL HOLDINGS, INC.

(present name)

P01000086585

(Document Number of Corporation (If known))

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 IV is amended to read as follows:

ARTICLE IV SHARES

The number of shares of stock is:
200,000,000 common stock, \$0.0001 par value

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:

N/A

THIRD: The date of each amendment's adoption: December 23, 2002

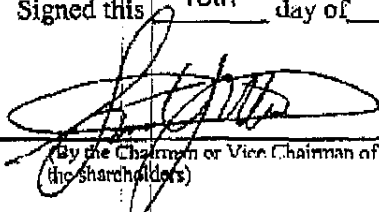
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 10th day of February, 2003

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)

Sean Y. Fulda

(Typed or printed name)

President and Chief Executive Officer

(Title)

**UNANIMOUS WRITTEN CONSENT TO ACTION WITHOUT MEETING
OF THE BOARD OF DIRECTORS OF
UNIVERCELL HOLDINGS, INC,**

The undersigned, being all of the directors of UniverCell Holdings, Inc., a Florida corporation (the "Corporation"), hereby take the following actions and adopt the following resolutions by written consent pursuant to Section 607.0821 of the Florida Business Corporation Act and Article II, Section 13 of the Bylaws of the Corporation, effective as of the 20th day of December, 2002:

WHEREAS, that the Board of Directors deems it to be in the best interests of the Corporation and its shareholders to increase the authorized common stock from 50,000,000 shares to 200,000,000 shares.

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article IV so that, as amended, said Article shall be and read as follows:

ARTICLE IV SHARES

The number of shares of stock is:
200,000,000 common stock, \$0.0001 par value

RESOLVED, that the holders of the Corporation's common stock as of the close of trading on December 23, 2002 shall be entitled to approve, by written consent, the foregoing amendment to the Articles of Incorporation.

RESOLVED, that the holders of the Corporation's common stock as of the close of trading on the trading day December 31, 2002 shall be entitled to notice of the action by written consent of the holders of a majority of the outstanding shares of common stock.

RESOLVED, that the President, Chief Executive Officer and the Secretary of the Corporation, and each of them, be and hereby are authorized and instructed to take such further action and execute such other instruments as they deem desirable and appropriate to effectuate the foregoing resolutions.

RESOLVED, that this Unanimous Written Consent may be executed in counterparts which, taken together, shall constitute one and the same document.

RESOLVED, that this Unanimous Written Consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned directors have executed this Unanimous

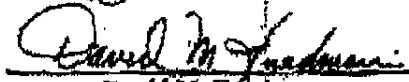
Written Consent effective as of the date first set forth above.



Sean Y. Fuida



Michael D. Fuida



David M. Friedman

**WRITTEN CONSENT
OF THE SHAREHOLDERS OF
UNIVERCELL HOLDINGS, INC.**

The undersigned, being the holder of a majority of the outstanding shares of common stock of UniverCell Holdings, Inc. (the "Corporation") as of the close of business on December 23, 2002, in lieu of a special meeting of the shareholders, waiving all call and notice of the time, place and purpose of such meeting, hereby takes the following actions and adopts the following resolutions by written consent pursuant to Section 615 of the Florida Business Corporation Law and Article I, Section 9 of the Bylaws of the Corporation:


RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article IV so that, as amended, said Article shall be and read as follows:

ARTICLE IV SHARES

The number of shares of stock is:

200,000,000 common stock, \$0.0001 par value

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of the 23rd day of December, 2002.


Sean Y. Fulda