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BASIC AMENDMENT

TEL-COM WIRELESS CABLE TV CORPORATION

Certificate of Status	0
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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
TEL-COM WIRELESS CABLE TV CORPORATION

Pursuant to the provisions of Sections 607.0602, 607.1003 and 607.1006 of the Florida Business Corporation Act, Tel-Com Wireless Cable TV Corporation (the "Company"), a corporation organized and existing under the Florida Business Corporation Act, hereby adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Change of Company Name

Article I of the Company's Articles of Incorporation is amended to read in its entirety as follows:

Article I-Name

The name of the corporation is 5TH Avenue Channel Corp.

SECOND: Increase in Authorized Shares of Common Stock

Section 1 (a) of Article IV of the Company's Articles of Incorporation is amended to read in its entirety as follows:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 50,000,000 shares, \$.001 par value per share.

THIRD: Adoption of Amendments to Articles of Incorporation

These Articles of Amendment to Articles of Incorporation and the amendments to the Company's Articles of Incorporation set forth herein were adopted and approved by the Company's Board of Directors on December 23, 1998, pursuant to Section 607.0602 of the Florida Business Corporation Act, and by the Company's shareholders at the Company's annual meeting of shareholders held on February 12, 1999, and the number of votes cast by the Company's shareholders was sufficient for approval.

THIS DOCUMENT PREPARED BY:
MANUEL R. VALCARCEL, ESQ.
BROAD AND CASSEL
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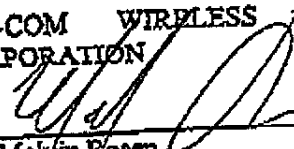
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IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been executed by the undersigned duly authorized officer of the Company as of the 24th day of March, 1999.

TEL-COM WIRELESS CABLE TV
CORPORATION

By: 
Melvin Rosen
President and
Chief Executive Officer

3361

THIS DOCUMENT PREPARED BY:
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