

P 96000039673

CT CORPORATION

CORPORATION(S) NAME

ePhone Telecom, Inc.

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FILED  
2002 JAN 29 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|--|---|---|
| <input type="checkbox"/> Profit              | <input checked="" type="checkbox"/> Amendment   | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> Nonprofit           | Restated Articles                               |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
|  | <input type="checkbox"/> Fictitious Name        | <input type="checkbox"/> UCC                |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photocopies            | <input type="checkbox"/> CUS                |
| <input type="checkbox"/> Call When Ready     | <input type="checkbox"/> Call If Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out            |   |   |

Name \_\_\_\_\_ 1/29/02 Order#: 5088074  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_ Ref#: \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_ Amount: \$ \_\_\_\_\_

TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATE &  
FINANCIAL SERVICES  
02 JAN 29 PM 3:04

RECEIVED

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

C. Coulliette JAN 29 2002

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2002 JAN 29 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EPHONE TELECOM, INC.**

It is hereby certified that:

1. The name of the corporation is ePHONE Telecom, Inc (the "Corporation").
2. Article IV of these Amended and Restated Articles of Incorporation contains an amendment to the Articles of Incorporation of the Corporation originally filed with the Secretary of State of the State of Florida on April 30, 1996 that was required to be approved by the shareholders of the Corporation.
3. Such amendment was approved and adopted at a duly called meeting of the shareholders of the Corporation on August 23, 2000.
4. Such amendment was approved by the affirmative vote of the holders of a sufficient number of shares (i.e., a majority) of the Corporation's outstanding common stock.
5. The following Amended and Restated Articles of Incorporation of ePHONE Telecom, Inc. amends and restates the provisions of and supersedes the Articles of Incorporation originally filed with the Secretary of State of the State of Florida on April 30, 1996 in its entirety:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is ePHONE Telecom, Inc.

**ARTICLE II  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized by the laws of the State of Florida.

**ARTICLE III  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE IV  
SHARES**

The capital stock of this corporation shall consist of 150,000,000 shares of common stock, \$.001 par value.

**ARTICLE V  
DIRECTORS AND OFFICERS**

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The Board of Directors shall be elected by the shareholders of the corporation at such time and in such manner as provided in the By-Laws.

**ARTICLE VI  
DENIAL OF PREEMPTIVE RIGHTS**

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the Board of Directors.

**ARTICLE VII  
AMENDMENT OF BYLAWS**

Anything in these Articles of Incorporation, the By-Laws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

**ARTICLE VIII  
SHAREHOLDERS**

8.1. Inspection of Books The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

8.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

8.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholders shall constitute a quorum.

8.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01 % of the outstanding votes of shareholders.

**ARTICLE IX  
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

**ARTICLE X  
CONTRACTS**

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE XI  
RESIDENT AGENT**

The name and address of the resident agent of the Corporation is:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these  
Articles of Incorporation on this 3 day of January, 2002.

A handwritten signature in black ink, appearing to read 'Charlie Rodriguez', written over a horizontal line.

Charlie Rodriguez  
Vice President—Corporate Affairs  
and Secretary