

#960030-TC

Jan-10-96 09:42A Rosenberg Gruber Emory

(305) 670-0228

Cert. #4534

TF 598

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
NETWORK COMMUNICATION SYSTEMS, INC.
ARTICLES OF NAME CHANGE**

THE FLORIDA DEPARTMENT OF STATE

I, the undersigned, director of Network Communication Systems, Inc., hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by the above-named corporation. The adopted Amendments to the Articles of Incorporation are as follows:

ACK _____ Article 1, (corporate name) is amended to read as follows:

AFA _____
APP _____ The name of the corporation shall be:

CAF _____
CMU _____ **AMERITEL PAYPHONE DISTRIBUTORS, INC.**

CTR _____
EAG _____ In all of the respects of the Articles of Incorporation shall remain as they were prior to this Amendment being adopted. The effective date of the Amendment is May 1, 1995.

LEG _____
LIN _____ I, the undersigned, being the President and Secretary of Network Communication Systems, Inc., hereby certify that the Shareholders and Board of Directors of the corporation at a joint meeting did unanimously approve and recommend on the 1st day of May, 1995, that the Articles of Incorporation of Network Communication Systems, Inc., heretofore filed and approved by the Secretary of State, State of Florida, on August 16, 1994, be amended in the manner set forth above, and I did propose said amendment to the Shareholders.

WAS _____
QTH _____ In Witness Whereof, I hereby have set my hand and seal this 3rd day of May, 1995.

Please place this information in the above Docket File!

*Thanks!
Brenda*

By: Shevin Goodman
Shevin Goodman, President

Attest: Shevin Goodman
Shevin Goodman, Secretary

DOCUMENT NUMBER-DATE

00826 JAN 24 96

FPSC-RECORDS/REPORTING

Jan-10-96 09:42A Rosenberg Gruber Emory

(305) 670-0228

P.03

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on the 3rd day of May, 1995, by Shevin Goodman, President and Secretary, of the corporation personally known to me or who produced the following identification driver's license and acknowledged before me that he executed the same.

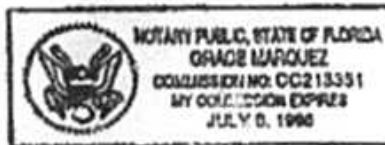
Grace Marquez
Notary Public, State of Florida

Grace Marquez
Print Name of Notary Public

My Commission Expires: 7/8/96

(Seal)

'PRITEJ, AA 01/23/95



Jan-10-96 09:42A Rosenberg Gruber Emery

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ARTICLES OF NAME CHANGE**

FLORIDA DEPARTMENT OF STATE

I, the undersigned, director of Network Communication Systems, Inc., hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by the above-named corporation. The adopted Amendments to the Articles of Incorporation are as follows:

Article 1, (corporate name) is amended to read as follows:

The name of the corporation shall be:

AMERITEL PAYPHONE DISTRIBUTORS, INC.

In all of the respects of the Articles of Incorporation shall remain as they were prior to this Amendment being adopted. The effective date of the Amendment is May 1, 1995.

I, the undersigned, being the President and Secretary of Network Communication Systems, Inc., hereby certify that the Shareholders and Board of Directors of the corporation at a joint meeting did unanimously approve and recommend on the 1st day of May, 1995, that the Articles of Incorporation of Network Communication Systems, Inc., heretofore filed and approved by the Secretary of State, State of Florida, on August 16, 1994, be amended in the manner set forth above, and I did propose said amendment to the Shareholders.

In Witness Whereof, I hereby have set my hand and seal this 3rd day of May, 1995.

By: Shevin Goodman
Shevin Goodman, President

Attest: Shevin Goodman
Shevin Goodman, Secretary

DOCUMENT NUMBER-DATE

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Grace Marquez
Notary Public, State of Florida

Grace Marquez
Print Name of Notary Public

My Commission Expires: 7/8/96

(Seal)

'PRITPL AA 01/23/95

