

LAW OFFICES OF THOMAS K. CROWE, P.C.

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December 16, 1996

Division of Records and Reporting  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

Re: TNT/ISG Corporate Restructuring Notification Filed  
August 20, 1996 (Dkt. No. 960952-TI) and HCI/TNT Transfer  
of Control Notification Filed October 29, 1996 (Dkt. No. 961304-TI)

To the Division of Records and Reporting:

This letter is to inform you that International Standards Group Limited ("ISG"), the parent company of one of the parties in the above-captioned transactions, has undergone a change of name.

The Board of Directors of ISG has adopted a resolution changing the company name to Total World Telecommunications, Inc. ("TWTI"). We enclose TWTI's Certificate of Amendment of Certificate of Incorporation, dated October 14, 1996, which executes the name change, and the Delaware Secretary of State's certification of the name change, dated October 15, 1996. No other change in corporate structure was undertaken.

Should you need further information, please contact me.

Sincerely,

Thomas K. Crowe  
David H. Schwartz,  
Counsel for  
Total National Telecommunications, Inc.  
and Heartline Communications, Inc.

- ACK \_\_\_\_\_
  - AFA \_\_\_\_\_
  - APP \_\_\_\_\_
  - CAF \_\_\_\_\_
  - CMU \_\_\_\_\_
  - CTR \_\_\_\_\_
  - EAG \_\_\_\_\_
  - LEG \_\_\_\_\_
  - LIN \_\_\_\_\_
  - OPC \_\_\_\_\_
  - RCH \_\_\_\_\_
  - SEC \_\_\_\_\_
  - WAS \_\_\_\_\_
  - OTH *1 to each dkt*
- MAIL ROOM
- Enclosures

DOCUMENT NUMBER-DATE  
13552 DEC 20 88  
FPSC-RECORDS/REPORTING

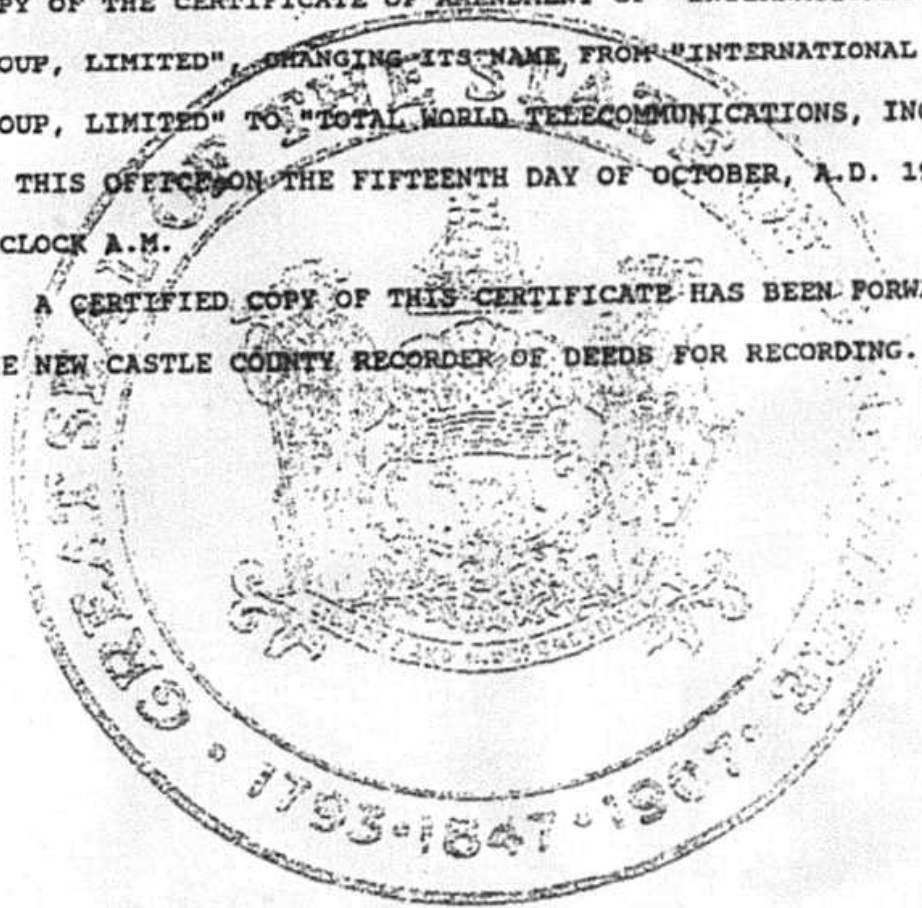
State of Delaware

Office of the Secretary of State

FILE COPY

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERNATIONAL STANDARDS GROUP, LIMITED", CHANGING ITS NAME FROM "INTERNATIONAL STANDARDS GROUP, LIMITED" TO "TOTAL WORLD TELECOMMUNICATIONS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1996, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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DOCUMENT NUMBER-DATE

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CERTIFICATE OF AMENDMENTOFCERTIFICATE OF INCORPORATIONINTERNATIONAL STANDARDS GROUP, LIMITED

International Standards Group, Limited (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation have adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of International Standards Group, Limited be amended by changing Articles I and IV thereof, so that, as amended, said Articles I and IV shall be and read as follows:

"ARTICLE I  
NAME

The name of the corporation is Total World Telecommunications, Inc.

ARTICLE IV  
SHARES OF STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is as follows:

100,000,000 shares of Common Stock, \$.00001 par value per share.

10,000,000 shares of Preferred Stock, \$.00001 par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provision of this Article IV, to provide for the issuance of the shares of Preferred Stock in series, and to establish from time to time the number of shares to be included in each series, and to fix the designation, powers, preferences and relative, participating, optional or other special rights of the shares of each series and the qualifications, limitations or restrictions thereof.

Effective as of the effective date of this Amendment, each 15 shares of Common Stock, \$.00001 par value per share, outstanding before the effective date of the Amendment will be changed into one (1) fully paid and nonassessable share of Common Stock \$.00001 par value per share; and that after the effective date of the Amendment each holder of record of one or more certificates representing shares of the old Common Stock shall be entitled to receive one or more certificates representing the proportionate number of shares of new Common Stock on surrender of a stockholder's old certificates for cancellation. If a stockholder shall be entitled to a number of shares of new Common Stock which is not a whole number, then the number of shares of new Common Stock issued to the Stockholder shall be rounded upward to the nearest whole number. The authorized number of shares of Common Stock and of Preferred Stock shall not be affected by this Amendment.

The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

The number of shares constituting the series and the distinctive designation of the series;

The dividend rate on the shares of the series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights or priority, if any, or payments of dividends on shares of the series;

Whether the series will have voting rights, and, if so, the terms of the voting rights;

Whether the series will have conversion privileges, and, if so, the terms and conditions of the conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

Whether or not the shares of the series will be redeemable, and, if so, the terms and conditions of redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

Whether the series shall have a sinking fund for the redemption or purchase of shares of

the series, and, if so, the terms and amount of the sinking fund;

The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and

Any other relative terms, rights, preferences and limitations, if any, of the series as the Board of Directors may lawfully fix under the laws of the State of Delaware as in effect at the time of the creation of such series."

SECOND: That in lieu of a meeting and vote of stockholders, the holders of outstanding shares of Common Stock having not less than the minimum number of votes which would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendments were duly adopted in accordance with the applicable provisions of Section 242 and Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Joseph L. Lents, its President, and attested by Loretta Murphy, its Secretary this 14<sup>th</sup> day of October, 1996.

INTERNATIONAL STANDARDS  
GROUP, LIMITED

(SEAL)

By:   
Joseph L. Lents, President

ATTEST:

By:   
Loretta A. Murphy, Secretary