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Conveying Party Mark if additional names of conveying parties attached Execution Date				
Name Topp Telecom, Inc. Month Day Year 10/31/00				
Name Topp Telecom, Inc.				
Formerly				
Individual General Partnership Limited Partnership Corporation Association				
Other				
Citizenship/State of Incorporation/Organization Florida				
Receiving Party  Mark If additional names of receiving parties attached				
Name TracFone Wireless, Inc.				
DBA/AKA/TA				
Composed of				
Address(line 1) 8390 NW 25th Street				
Address (line 2)				
Address (line 3) Miami	Florida 33122			
City State/Country If document to be recorded is an assignment and the receiving party is				
Corporation Association not domiciled in the United States, an appointment of a domestic representative should be attached.				
Other (Designation must be a separate document from Assignment.)				
Citizenship/State of Incorporation/Organization Florida				
FOR OFFICE USE ONLY				

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Papenwork Reduction Project (0651-0027), Washington, D.C. 20303. See CMB Information Collection Budget Package. 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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FORM PTO-1	.618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK		
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Name [	William R. MacDonald, Esq.				
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   William	n R. MacDonald, Esq.	Will lake low	1/9/01		
Name	of Person Signing	Signature	Date Signed		



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on October 31, 2000, for TOPP TELECOM, INC. changing its name to TRACFONE WIRELESS, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is P96000025453.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-eighth day of November, 2000



CR2EO22 (1-99)

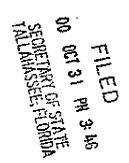
K**atherine Harris** Katherine Harris Secretary of State

**REEL: 002173 FRAME: 0279** 

**P**005

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TOPP TELECOM, INC.

Original Articles of Incorporation filed with the Florida Department of State On March 21, 1996



## <u>ARTICLE I</u>

The name of the corporation is Topp Telecom, Inc. (hereinafter called the "Corporation")

## ARTICLE II

Article I to the Articles of Incorporation of the Corporation was amended by the Shareholders of the corporation on August 15, 2000 as follows:

"The name of the corporation is TracFone Wireless, Inc."

## ARTICLE III

The amendment was approved unanimously by all of the Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Amendment this 30<sup>th</sup> day of October, 2000.

F. J. Pollak

Chief Executive Officer

IALem/Corporate Information/TeacFondAmendment to art (game Change) 10-34-00,doc

RECORDED: 01/09/2001 REEL: 002173 FRAME: 0280