

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
GOLDEN TELECOM, INC.**

GOLDEN TELECOM, INC., a Delaware corporation, HEREBY CERTIFIES AS FOLLOWS:

1. The name of the Corporation is Golden Telecom. Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was June 10, 1999.
2. This Certificate of Amendment sets forth an amendment to the Certificate of Incorporation of the Corporation which was duly adopted by the sole stockholder of the Corporation entitled to vote thereon in compliance with the provisions of Sections 242 and 222 of the General Corporation Law of the State of Delaware.
3. Article IV of the Certificate of Incorporation is hereby amended in full to be and read as follows:

“ARTICLE IV

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 50,000,000, all of which shall be shares of Common Stock, par value \$.01 per share.”

IN WITNESS WHEREOF, GOLDEN TELECOM, INC. has caused this certificate to be signed by H. Brian Thompson, its Chairman of the Board of Directors, and attested by Jeffrey A. Riddell, its General Counsel and Secretary, this 22nd day of September, 1999.

GOLDEN TELECOM, INC.

By: _____
Name: H. Brian Thompson
Title: Chairman of the
Board of Directors

ATTEST:

Jeffrey A. Riddell
General Counsel and Secretary