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JACQUELINE A. SALCINES, P.A.

JACQUELINE A. SALCINES

3037 S.W. 21st Street Miami, Florida 33145

Tel: (305) 448-1657 Fax: (305) 448-6759

July 9, 2003

Department of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314 DIVISION OF CORPORATION

RE: Smartphones, LLC

Dear Sir or Madam:

Enclosed please find the following with regard to the above-referenced limited liability company:

- 1) Articles of Amendment;
- 2) Check in the amount of \$25.00

Please file and send a copy back to this firm.

Thank you for your anticipated cooperation in this regard. Please feel free to call me should you have any questions or concerns.

Very truly yours,

Jacqueline A. Salcines

Encls.

ARTICLES OF AMENDMENT

TO

ARTICLES OF ORGANIZATION OF

SMARTPHONES, LLC.

SMARTPHONES, LLC, a Florida Limited Liability Company, pursuant to the provisions of Section §608.411, Florida Statutes, this Florida limited liability company adopts the following Articles of Amendment to its Articles of Organization as follows:

The date of the filing of the Articles of Organization was June 6, FIRST: 2003, document number L03000021068 SECOND: The following Amendment to the Articles of Organization were adopted by the limited liability company: THIRD: The name of the company shall be changed to GH Cellular, LLC. FOURTH: Henry Rosenheck has resigned as Member of the Company and Smartphones, Inc. has bought out his share and will be 50% owner of the company.

The Amendment was approved by all Members. The number of votes cast for the Amendment was sufficient for approval.

Signed this 7 day of

FIFTH:

GABRIEL SERFATY, Member