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DIVISION OF CORPORATIONS

DISSOLUTION
TELEFONICA USA, INC.

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**ARTICLES OF DISSOLUTION
OF
TELEFONICA USA, INC.**

Pursuant to the provisions of Sections 607.1402 and 607.1403 of the Florida Business Corporation Act, **TELEFONICA USA, INC.**, a Florida corporation (the "Corporation") hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

The name of the Corporation filing these Articles of Dissolution is **TELEFONICA USA, INC.**, Document #P00000026548.

The Corporation elected to dissolve by written consent of its sole Shareholder and sole Director, the number of votes cast for dissolution being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on behalf of the Corporation as of the 31 day of December, 2002.

TELEFONICA USA, INC.,
a Florida corporation

By: P. M. Carli
Print Name: Patricia Mervin Carli
Title: Director

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