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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Telefonica S.A. USA, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #) *desb*

3. _____
(Corporation Name) (Document #) **400003960334--1**
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4. _____
(Corporation Name) (Document #)

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

RECEIVED
01 APR -5 AM 10:33
DIVISION OF CORPORATION

Examiner's Initials *RR*

4/5/01

ARTICLES OF DISSOLUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1401, Florida Statutes, the undersigned, being the sole Director of Telefónica S.A. USA, Inc., a Florida corporation (the "Director"), submits the following Articles of Dissolution to the Department of State of the State of Florida (the "Department of State"):

1. The name of the corporation is TELEFONICA S.A. USA, INC. (the "Corporation").
2. The Corporation's Articles of Incorporation were filed with the Department of State on June 22, 2000.
3. The Corporation has not issued any of its shares.
4. There is no debt of the Corporation that remains outstanding and unpaid.
5. The sole Director has approved and authorized the Corporation's dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of March 13, 2001.

DIRECTOR:



Patricia Menendez Cambo