P01000002111

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

1. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS

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

AMENDMENTS

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

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OTHER FILINGS

- [ ] Annual Report
- [ ] Fictitious Name

REGISTRATION/QUALIFICATION

- [ ] Foreign
- [ ] Limited Partnership
- [ ] Reinstatement
- [ ] Trademark
- [ ] Other

Examiner's Initials ac 3/7/01

CR2E031(7/97)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOP CELLULAR CORP.

DOC. NO. P01000002111

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: .

<u>ARTICLE III</u>
The address of the principal office and the mailing address of this Corporation is: 245 SE 1st. Street Ste 235, Miami, Fl. 33131.

<u>ARTICLE V</u>
The officers of the corporation shall be:

CARLOS E MADEIRA MANNA:	**PRESIDENT**
WALTER J. MATAMOROS:	**VICE-PRESIDENT**
WALTER J MATAMOROS:	**SECRETARY**
CARLOS E MADEIRA MANNA:	**TREASURER**

<u>ARTICLE XIII</u>
The new registered agent of the corporation shall be:
Walter J. Matamoros.

The address of the registered agent shall be:
245 SE 1st. Street Ste 235, Miami, Fl. 33131.

SECOND: The date of each amendment's adoption is: **March 01, 2001.**

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THIRD: The amendments where approved by the shareholders. The number of votes cast for the amendments where sufficient for approval.

Signed this 1st **day of March of 2001.**

Carlos E Madeira Manna, President.

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature : ______________________

Typed or printed name : **Walter J. Matamoros.**