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BASIC AMENDMENT

PHONECIAN CORPORATION

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PHONECIAN CORPORATION**

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Pursuant to the provisions of Section 607.1806, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

First: The date of filing of the articles of incorporation of PHONECIAN CORPORATION was April 17, 2003.

Second: The following amendment to the articles of incorporation were adopted by the corporation:

ARTICLE I of the articles of incorporation will be deleted and replaced with the following:

ARTICLE I


NAME

The name of this Corporation is PHOENICIAN CORPORATION (hereinafter the "Corporation").

Third: This amendment was adopted as of the 6th of August 2003.

Fourth: This amendment was adopted by incorporator without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I have made and subscribed this Amendment of the Articles of Incorporation this 6th day of August 2003.


Andrea Darling de Cortés, Incorporator