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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: BRASIL CELLULAR IMPORT & EXPORT, INC.
AUDIT NUMBER.....H98000012251
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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Amendment
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRASIL CELLULAR IMPORT & EXPORT, INC.
P93000036618

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:
AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

FRANK ANDREW REZIO
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER & DIRECTOR
PRINCIPAL & MAILING ADDRESS:
34 SOUTH EAST 2ND AVENUE SUITE 412
MIAMI, FLORIDA 33166

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JULY 1ST 1997.

FOURTH:

ADOPTIONS OF AMENDMENTS:

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY:

(Voting group)

SIGNED THIS 1ST DAY OF JULY 1997.

BRASIL CELLULAR IMPORT & EXPORT, INC.

BY:

Eduardo Bernardo de Lima
(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: EDUARDO BERNARDO DE LIMA
Title: INCORPORATOR \ DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR.,
8051 NORTH WEST 36TH STREET SUITE 600, MIAMI, FL. 33166 (305) 597-4511

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