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*Law Offices*  
**ALLAN M. LERNER**  
*A Professional Association*

2888 East Oakland Park Boulevard  
Fort Lauderdale, Florida 33306

Telephone: (954)563-8111  
Facsimile : (954)563-8522  
E-Mail : [AMLRWP@AOL.com](mailto:AMLRWP@AOL.com)

**FILED**  
01 MAY -4 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 3, 2001

**Via UPS Overnight**

Florida Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32399

600004137756--9  
-05/07/01--01015--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: Articles of Amendment of USA Teleport, Inc.**

Dear Sir or Madam:

Please find enclosed for filing the original Articles of Amendment of USA Teleport, Inc. along with a check in the amount of \$35.00 made payable to the Florida Department of State representing the filing fee therefor.

Please return a stamped copy of the Articles of Amendment in the self addressed stamped envelope provided.

If you require further information or documentation, please do not hesitate to contact the undersigned.

Very truly yours,

  
Audrey J. Nadler

*Amend  
5-14-01  
AMS*

ajn

Enclosures

cc: Noemi Dolinski

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF USA TELEPORT, INC.**

The undersigned President of USA Teleport, Inc. hereby files this amendment to these Articles of Incorporation as follows:

1. **Name of Corporation -USA Teleport, Inc.**
2. **Article VI is hereby added to read as follows:**

**ARTICLE VI  
NUMBER OF DIRECTORS, ELECTION AND REMOVAL**

1. The number of Directors of this Corporation shall not be less than three (3) and not more than three (3).
2. Notwithstanding any other provisions of this Certificate of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, this Certificate of Incorporation or the By-Laws of the Corporation), the election of directors shall require the affirmative vote of the holders of 65% or more of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose.
3. Notwithstanding any other provisions of this Certificate of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, this Certificate of Incorporation or the By-Laws of the Corporation), any director or the entire Board of Directors of the Corporation may be removed at any time, but only for cause and only for the affirmative vote of the holders of 65% or more of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders called for that purpose.

3. **Article VII is hereby added to read as follows:**

**ARTICLE VII  
AMENDMENT AND REPEAL**

Anything in this Certificate of Incorporation or By-Laws to the contrary notwithstanding, the provisions of this Certificate of Incorporation shall not be repealed or amended, nor shall any provision establishing cumulative voting in the election of Directors of the Corporation be adopted and added to this Certificate of Incorporation, except upon the affirmative vote of not less than sixty-five percent (65%) of the shares of the Corporation issued and outstanding and

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entitled to vote.

3. Date of Amendment Adoption - April 27, 2001.
4. Shareholder Approval. By written consent, the votes cast were sufficient for approval of the amendments.
5. All other terms of the Articles of Incorporation are hereby ratified in their entirety.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 2 day of May, 2001.

USA TELEPORT, INC.

By: \_\_\_\_\_

Carlos Carranza

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF MIAMI-DADE       )

Before me, a notary public, authorized to take acknowledgments in the State and County set forth above personally appeared Carlos Carranza, who produced a Florida Driver's License, who executed the foregoing Amendment to the Articles of Incorporation and that he acknowledged before me that he executed this Amendment, and who did not take an oath.

In witness where of I have hereunto set my hand and affixed my official seal in the State and County aforesaid on May 2, 2001.

\_\_\_\_\_  
Notary Public

Type/Printed Name of Notary Public:

My Commission Expires:

