

P97000092345

**TRANSMITTAL LETTER**

NOVEMBER 01<sup>ST</sup> 1999

**DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL. 32314**

100003036431--8  
-11/05/99--01063--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**SUBJECT: BRASIL TELECOMM SERVICES, CO.  
CORPORATE DIRECTOR CHANGE AMENDMENT**

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE AMMENDMENT TO THE ARTICLES OF INCORPORATION AND A CHECK FOR: **\$35.00 FILING FEE & CERTIFICATE.**

**FROM: BRASIL TELECOMM SERVICES, CO.  
8201 NORTH WEST 66<sup>TH</sup> STREET  
SUITE 3  
MIAMI, FLORIDA 33166**

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

99 NOV -5 AM 10:09

**FILED**

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

*Amerd  
11-17-99  
PMS*

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BRASIL TELECOMM SERVICES, CO.  
P97000092345**

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:

**ALUISIO ERNANI BARBOSA**  
PRESIDENT, SECRETARY & DIRECTOR

**ADILSON NOGUEIRA**  
VICE-PRESIDENT, TREASURER & DIRECTOR

**JOAO GOMES PAULA DOMINGUES AMARAL**  
VICE-PRESIDENT & DIRECTOR

**LUIS JOSE LOPES RAMALHO**  
VICE-PRESIDENT & DIRECTOR

**PEDRO GOMES PAULA DOMINGUES AMARAL**  
VICE-PRESIDENT & DIRECTOR

**PRISCILA SCABELL HOHN BUCKSKY**  
VICE-PRESIDENT & DIRECTOR

**PRINCIPAL & MAILING ADDRESS:**  
8249 NORTH WEST 36<sup>TH</sup> STREET  
SUITE 214  
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:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF:  
BRASIL TELECOMM SERVICES, CO.  
PREPARED BY: GUILLERMO UBIETA, JR.  
8201 NORTH WEST 66<sup>TH</sup> STREET SUITE 3 MIAMI, FL. 33166 (305) 597-4511

99 NOV -5 AM 10:09  
FILED  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BRASIL TELECOMM SERVICES, CO.**

**THIRD:**

THE DATE OF EACH AMENDMENT'S ADOPTION: **NOVEMBER 1<sup>ST</sup> 1999**

**FOURTH:**

**ADOPTIONS OF AMENDMENTS:**

X 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 1<sup>ST</sup> DAY OF NOVEMBER, 1999

**BRASIL TELECOMM SERVICES, CO.**

BY: 

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

Typed or printed name: **ALUISION ERNANI BARBOSA**  
Title: **INCORPORATOR \ DIRECTOR**