

SLOSBERGAS & FERNANDEZ  
L.L.P.

COURVOISIER CENTRE  
501 BRICKELL KEY DRIVE, SUITE 400  
MIAMI, FLORIDA 33131  
E-MAIL ADDRESS: NELSON@MIAMI-INTL-LAW.COM  
WEB PAGE: MIAMI-INTL-LAW.COM

NELSON SLOSBERGAS

FAX: (305) 374-2855  
(305) 374-0030

P97000092345

September 8<sup>th</sup> 2000

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: **BRASIL TELECOMM SERVICES CO.**  
Document No. P97000092345

Gentlemen:

400003394554--0  
-09/15/00--01047--010  
\*\*\*\*140.00 \*\*\*\*\*35.00

Please find enclosed the following:

1. This firm's check in the amount of \$140.00 representing the filing fee;
2. Four Resignation Letters, together with copies of their Assignment of Shares.

I kindly ask that you file the attached Resignation Letters and remove the names of the individuals who have resigned from the Corporate Charter and provide us with proof of the same.

Thank you for your immediate attention to this matter.

Very truly yours,

  
Teresita B. Castro,  
Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 15 PM 4: 50

/tb  
Enclosures (as noted)

VIA REGULAR MAIL

Officer Resignation  
NFT  
9-27-2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP 15 PM 4:50

**RESIGNATION LETTER**

To The Board of Director  
of Brasil Telecomm Services Co.

Gentlemen:

Please be advised that, effective immediately, I, **PEDRO GOMES P. AMARAL**, have hereby resigned my position as Director and Vice-President of BRASIL TELECOMM SERVICES CO., a Florida corporation (the "Corporation"), effective immediately. Additionally, I have, by execution and delivery of that certain Assignment of Shares executed simultaneously herewith (copy of which is attached hereby) assigned any and all interest in and to the Corporation under my Share Certificate back to the Corporation.

DATED: August 31, 2000.

Very truly yours,



PEDRO GOMES P. AMARAL

## ASSIGNMENT OF SHARES

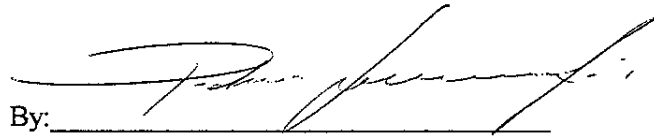
KNOW ALL MEN BY THESE PRESENTS: that I, **PEDRO GOMES P. AMARAL** (hereinafter collectively referred to as "Assignor") for good and valuable consideration hereby assigns unto the Company (referenced herein), all of his right, title and interest that I may have in and to any and/or all share under the Share Certificates issued to me of **BRASIL TELECOMM SERVICES CO., a Florida corporation (the "Company")**.

TO HAVE AND TO HOLD the same unto the Company, effective immediately.

AND that simultaneously with the execution of this Assignment of Shares, I hereby resigns from his position as Vice-President and Director of the Company.

IN WITNESS WHEREOF, this assignment has been duly executed by the Assignor on this 31 day of August, 2000.

ASSIGNOR:



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

PEDRO GOMES P. AMARAL

SLOSBERGAS & FERNANDEZ  
L.L.P.

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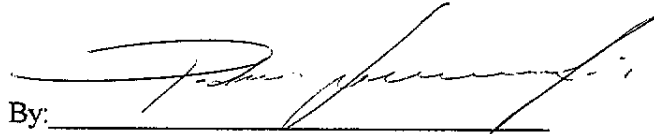
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ASSIGNOR:

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

PEDRO GOMES P. AMARAL