

P98000042319

Accounting Offices

Antonio R. López, CPA

Ocean Bank Building
782 NW Le Jeune Road
Suite 434
Miami, FL 33126

Ph (305) 448-3323
Fax (305) 448-3577

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB - 1 PM 12:23

January 29, 2001

Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

700003622607--7
-02/01/01--01040--015
*****43.75 *****43.75

Dear Sir/Lady:

Enclosed please find the Certificate of Amendment to the articles of incorporation of ITCCell, Inc. as well as a check in the amount of \$ 43.75 to cover the filing fee and the certified copy fee. Please, record the document and mail back the filed copies to my office located at:

Antonio R Lopez, CPA
782 NW Le Jeune Rd
Suite 434
Miami, FL 33126

Thanking you for your time and consideration, I remain.

Sincerely yours,


Antonio R Lopez

encl.

Amend

V SHEPARD FEB 2 2001

CERTIFICATE OF AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -1 PM 12: 23

ITCell, Inc.

ITCell Inc., a corporation of the State of Florida, whose registered office is located at 113 SE 1st Ave, Miami FL 33131, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on January 12, 2001, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote, which was sufficient for approval, that ARTICLES VIII & XI of the Articles of Incorporation are amended to read as follows:

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have 1 director. The number of directors may be increased or diminished from time to time as provided for by the Bylaws. The names and addresses of the directors of this corporation are:


**Luis C Alietti, President
9250 West Bay Harbor Dr, # 5 C
Bay Harbor Island, FL 33154**

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issue to the following entities in the amount set opposite their names:

Luis C Alietti 100 shares

Shares held by the shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

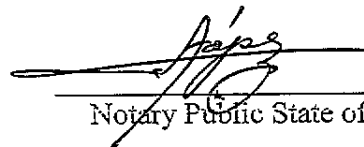


Luis C Alietti
President

State of Florida
County of Dade,

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Luis C Alietti to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this January 12, 2000.



Notary Public State of Florida

