

P99000094447



ACCOUNT NO. : 072100000032

REFERENCE : 485011 4303929

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 35.00

ORDER DATE : November 17, 1999

ORDER TIME : 1:52 PM

ORDER NO. : 485011-005

200003047842-2

CUSTOMER NO: 4303929

CUSTOMER: Mr. Erik Rodriguez
Greenberg Traurig, P.a.
1221 Brickell Avenue
21st Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: TELEFONICA SAM USA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

C. COULLIETTE NOV 19 1999

EXAMINER'S INITIALS:

FILED
99 NOV 17 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV 17 PM 3:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 18, 1999

CSC

TALLAHASSEE, FL

SUBJECT: TELEFONICA SAM USA, INC.
Ref. Number: P99000094447

We have received your document for TELEFONICA SAM USA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 899A00055388

RESUBMIT

Please give original
submission date as file date.

RECEIVED
99 NOV 19 PM
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TELEFONICA SAM USA, INC.

FILED
99 NOV 17 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **TELEFONICA SAM USA, INC.** (the "Corporation"), Charter #P99000094447, filed on October 25, 1999.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Incorporator of the Corporation (shareholder action was not required), on October 25, 1999 in the manner prescribed by Section 607.1005 of the Act:

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least two (2) directors, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors consisting the Board of Directors are two (2), and the name and address of the members of the Board of Directors who will serve as the Corporation's directors until successors are duly elected and qualified are:

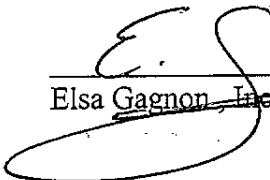
Rafael Hernandez
c/o 1001 Brickell Bay Dr.
32 floor
Miami FL 33131

Jose Manuel Munoz
c/o 1001 Brickell Bay Dr.
32 floor
Miami FL 33131

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of TELEFONICA SAM USA, INC. this 16th day of November, 1999.

TELEFONICA SAM USA, INC.



Elsa Gagnon, Incorporator