

Division of Corporations

P99000094447

Florida Department of State
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BASIC AMENDMENT
TELEFONICA SAM USA, INC.

Certificate of Status	0
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All officers fair replaced

Amend

S. PAYNE JAN 1 - 2001

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

TELEFONICA SAM USA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Pursuant to the provisions of F.S. § 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 November 17, 1999 in the manner prescribed by F.S. § 607.1005 of the Act:

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Board of Directors is one (1), and the name and address of the member of the Board of Directors who will serve as the Corporation's director until successors are duly elected and qualified is:

Juan Carlos Ros
C/o 1001 Brickell Bay Dr.
32nd 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. as of this 17th day of November, 1999.

TELEFONICA SAM USA, INC.



Lisa Wagnon
Incorporator

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