

P99000094447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

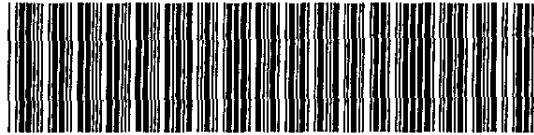
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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*Name
Change
Amend*

11/24/04--01027--010 **43.75

04 NOV 24 PM 4: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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emergia

November 8, 2004

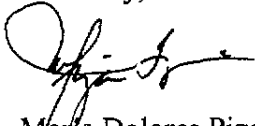
Florida Department of State
Amendment Section
Division Of Corporation
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find for filing articles of amendment to amend the articles of incorporation of Emergia USA, inc. Florida Profit corporation pursuant to section 607.1006, Florida Statutes.

A certified check in the amount of \$43.75 is enclosed to pay for the filing fee and a certified copy.

Cordially,



Maria Dolores Pizarro
Corporate Legal Counsel

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: EMERGIA USA, INC.

DOCUMENT NUMBER: P99000094447

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria D. Pizarro-Figueroa

(Name of Contact Person)

Telefónica Larga Distancia de Puerto Rico, Inc.

(Firm/ Company)

P.O. Box 70325

(Address)

San Juan, P.R. 00936-8325

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Maria D. Pizarro-Figueroa

(Name of Contact Person)

at (787) 273-5630

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

EMERGIA USA, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P99000094447

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

Telefónica International Wholesale Services USA, Inc.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

"ARTICLE 1. NAME - The name of the Company shall be

TELEFONICA INTERNATIONAL WHOLESALE SERVICES USA, INC."

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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04 NOV 24 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: March 29, 2004

Effective date if applicable: _____
(no more than 90 days after amendment file date)

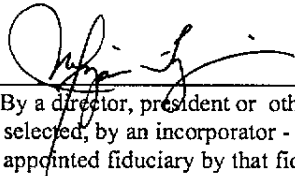
Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group 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)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 7 day of October, 2004.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Maria D. Pizarro-Figueroa
(Typed or printed name of person signing)

Secretary of the Corporation
(Title of person signing)

FILING FEE: \$35