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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541 3694

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NAME: BRASIL CELLULAR IMPORT & EXPORT, INC.

AUDIT NUMBER.....H98000009992

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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DIVISION OF CORPORATIONS

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MAY-28-1998 16:15

Amend

Joe 5/29

H98000009992

(2)  
ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BRASIL CELLULAR IMPORT & EXPORT, INC.

P93000016618

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:  
AMENDMENT ADOPTED:

1. THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

EDUARDO BERNARDO DE LIMA  
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:  
34 SOUTH EAST 2<sup>ND</sup> AVENUE SUITE 402 MIAMI, FL. 33131

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR  
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT  
IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOWS:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: MAY 28<sup>TH</sup> 1998.

FOURTH:  
ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF  
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF  
VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH  
VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING  
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)

SIGNED THIS 28<sup>TH</sup> DAY OF MAY, 1998.

BRASIL CELLULAR IMPORT & EXPORT, INC.

BY: 

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: JOSE D. SERRANO  
Title: INCORPORATOR / DIRECTOR

H98000009992

PREPARED BY: GUILLERMO UBIETA, JR.,  
8045 NORTH WEST 36<sup>TH</sup> STREET SUITE 525, MIAMI, FL. 33166 (305) 597-4511

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