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December 6, 2000

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-12/08/00--01117--006  
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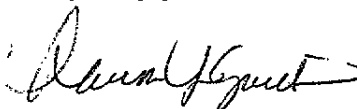
Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Puntocom Holdings USA, Inc.  
Our File No. R30.001

To The Reader:

Enclosed please find the Statement of Change of Registered Agent for the above-referenced entity, as well as our firm's check no. 25472 in the amount of \$35.00, representing the filing fee.

Very truly yours,



Laura L. Guilbeau  
Paralegal

Encl.

F:\DATA\PUNTO.COM\SS.LTR

RDA Charge  
12-14-00  
BTS

FILED  
00 DEC - 8 PM 12:14  
TALLAHASSEE, FLORIDA

**FILING FEE: \$35.00 \*\*\***

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: PUNTOCOM HOLDINGS USA, INC.
2. The mailing address of the corporation is: 801 Brickell Avenue, Suite 949, Miami, FL 33131
3. Date of incorporation/qualification: Sept. 5, 2000 Document number: H00000046299
4. The name and address of the current registered agent and office:  
Corporate Creations Network, Inc.  
941 Fourth Street, Suite 200  
Miami Beach, FL 33139
5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)  
Andrew B. Hellinger, Esq.  
200 S. Biscayne Blvd., Suite 2350  
Miami, FL 33131

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

00 DEC -8 PM 12:14

FILED

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Pablo Munizaga  
(Signature of an officer, chairman or vice chairman of the board)

11/2/00  
(Date)

Pablo Munizaga, President

(Printed or typed name and title)

(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Cee Hg  
(Signature of Registered Agent)

11/2/00  
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)