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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY AMENDMENT

FUNTEL COMMUNICATIONS, L.L.C.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
FOR
FUNTEL COMMUNICATIONS, L.L.C.
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was May 24, 2002

SECOND: The following amendment to the articles of organization was adopted by the limited liability company:

The following member shall be removed as a managing member of the aforementioned Limited Liability Company:

Philip Thomas
3440 Hollywood Blvd. Ste 360
Hollywood, FL 33021

The following person is hereby appointed as Manager of the aforementioned Limited Liability Company:

Carlos Federico Braga
3440 Hollywood Blvd., Ste 360
Hollywood, FL 33021

Signed this June 3, 2002.



Signature of a member or authorized representative of a member

P.A. THOMAS

Typed or printed name of person signing

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Prepared By:
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