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To: Division of Corporations
Fax Number : (850) 205-0393

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY AMENDMENT

FUNTEL COMMUNICATIONS, L.L.C.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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

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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:

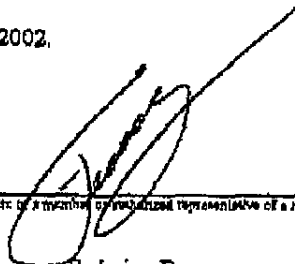
The following shall be removed as a manager of the aforementioned Limited Liability Company:

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

The following shall be the new manager of the aforementioned Limited Liability Company:

Ariel Pompa
3440 Hollywood Blvd., Ste 360
Hollywood, FL 33021

Signed this December 23, 2002.



Signature of a member or authorized representative of a member

Federico Braga
Typed or printed name of person signing

Prepared By:
Leonardo A. Roth, Esq.
3440 Hollywood Blvd., Ste 360
Hollywood, FL 33021
Tel: (305) 670-9994
FL Bar No.: 747793

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