

U03000054021

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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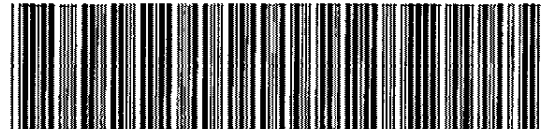
(Business Entity Name)

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**LAW OFFICES
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**2600 SOUTH WEST 3RD AVENUE
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JORGE R. ORTA

**MARVIN B. SEIDMAN
OF COUNSEL**

May 26, 2004

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

**Re: USA MOBILE LLC
Document No. L03000054021
Articles of Amendment**

Dear Sirs:

Enclosed please find Articles of Amendment and check for \$ 25.00 covering the respective filing fee for the above reference captioned.

If you should have any further additional question, do not hesitate to contact the undersigned.

Thank you, for your assistance in this matter.

Sincerely,


Jorge R. Orta

Encl.

JRO/mg

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

USA MOBILE LLC

(Present Name)

FIRST: The date of filing of the articles of organization was **December 18, 2003**

SECOND: The following amendment(s) to the articles of organization was/were adopted by limited liability company:

(Former Article No. 6)

Article No. 5 MEMBERS: This Liability Company shall have five (5) Members whose name and addresses are as follows:

- | | | | |
|------|---|------|--------------------------|
| 5.1- | Ameritek S.A. a Foreign Corp | 33 % | Membership Participation |
| | Address: 1751 N.W. 79 Avenue, Miami, Fl. 33126 | | |
| 5.2 | Cellmart S.A. a Foreign Corp. | 17 % | Membership Participation |
| | Address: 1751 N.W. 79 Avenue, Miami, Fl. 33126 | | |
| 5.3 | Inversiones Frejuli, C.A. | 15 % | Membership Participation |
| | 6401 S.W 87 Avenue Suite 3 202, Miami, Fl. 33173 | | |
| 5.4 | Tosi LLC, a Florida LLC | 30 % | Membership Participation |
| | Address: 1400 S.W. 2 nd Avenue, Miami, Fl. 33129 | | |
| 5.5 | Carlos I Garcia | 5 % | Membership Participation |
| | Address: 1400 S.W. 2 nd Avenue, Miami, Fl. 33124 | | |

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member of this Company, shall terminate the Company, unless the remaining members shall unanimously to continue the business of the Company, in which event, the Company shall not so terminate.

Dated: May 25, 2004



Signature of a member or authorized representative of a member

CARLOS BERTONATTI, as authorized representative of a member
Typed or printed name of signee