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LIMITED LIABILITY AMENDMENT

TELSOUTH ACQUISITION, LLC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION OF
"TELSOUTH ACQUISITION, LLC"**

Telsouth Acquisition, I.I.C. (the "Company") is filing these Articles of Amendment to its Articles of Organization pursuant to Section 608.407, Florida Statutes.

1. The name of the Company is Telsouth Acquisition, LLC.
2. Article 1 of the Company's Articles of Organization is hereby replaced in its entirety with the following new Article 1:

"The name of this Company is DigiTerra Acquisition, I.I.C"

3. The foregoing amendment to the Company's Articles of Organization was unanimously approved by the Company's Member as of November 7, 2004 which approval is sufficient to change the name of the Company.

IN WITNESS WHEREOF, undersigned has executed these Articles of Amendment on behalf of the Company as of November 8, 2004.

Telsouth Acquisition, I.I.C

By: _____

Interactive Communications
International, Inc.,
Member

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