

L 40346

PACHULSKI
STANG
ZIEHL
& YOUNG
JONES

October 2, 2001

LAW OFFICES
PROFESSIONAL CORPORATION
LOS ANGELES, CA
SAN FRANCISCO, CA
WILMINGTON, DE

10100 SANTA MONICA BLVD.
11th FLOOR
LOS ANGELES
CALIFORNIA 90067-4100
TELEPHONE: 310/277 6910
FACSIMILE: 310/201 0760

000004621930--9
-10/03/01--01064--002
*****35.00 *****35.00

VIA FEDERAL EXPRESS

Department of the State of Florida
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida, 32314

Re: **DSL Miami, Inc.**
File No. 19222-001

Dear Sir or Madam:

Enclosed please find an original Article of Amendment to Articles of Incorporation of DSL Miami, Inc. Also enclosed is a check in the amount of \$35.00 payable to the Florida Department of State to cover the required filing fee.

Please file the enclosed Article of Amendment and return a certified copy of the filing to the undersigned.

Very truly yours,


David J. Barton

SAN FRANCISCO
650 CALIFORNIA STREET
15th FLOOR
SAN FRANCISCO
CALIFORNIA 94108-2702
TELEPHONE: 415/263 7000
FACSIMILE: 415/263 7010

DELAWARE
919 NORTH MARKET STREET
16th FLOOR
P.O. BOX 8705
WILMINGTON
DELAWARE 19899-8705
TELEPHONE: 302/652 4100
FACSIMILE: 302/652 4400

WEB: www.pszyj.com

DJB:pes
Enclosure
cc: Chris Schepper

FILED
01 OCT -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS OCT 8 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DSL MIAMI, INC.**

FILED
01 OCT -3 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that:

1. The name of this corporation is DSL Miami, Inc.
2. Existing Article VI of this corporation's Articles of Amendment to Articles of Incorporation of this corporation shall be deleted in its entirety and shall be replaced with a new Article VI that shall read in full as follows:

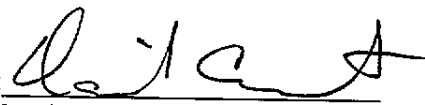
"ARTICLE VI – BOARD OF DIRECTORS"

"The authorized number of directors shall be one (1)."

3. This amendment was adopted by vote of the shareholders on October 2, 2001.
4. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this instrument on October 2,
2001.

DSL Miami, Inc.,
a Florida corporation

By: 
David Corsaut
Its Executive Vice President
and Chief Operating Officer