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May 16, 2001

VIA FEDEX

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800004243208--0
-05/17/01-01130-004
*****25.00 *****25.00

**Re: Digital Latin America, LLC - Application by Foreign Limited Liability
Company to File Amendment for Authorization to Transact Business in Florida**

Dear Madam or Sir:

On behalf of Digital Latin America, LLC, enclosed please find the following:

1. An original Application by Foreign Limited Liability Company to File Amendment to Application for Authorization to Transact Business in Florida;
2. An original certificate issued by the State of Delaware, Office of the Secretary of State, dated May 9, 2001, on behalf of Digital Latin America, LLC; and
3. Akerman, Senterfitt and Eidson check number 25006502 in the amount of \$25.00 made payable to the Florida Department of State to cover the Application filing fee.

Please acknowledge your receipt of this letter by date stamping a copy of this letter and returning same to me in the enclosed self-addressed stamped envelope. If you have any questions or require further information please do not hesitate to call me at (305) 982-5548.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

Marco D. Cuono
Marco D. Cuono

Enclosures

cc: Juan F. Valdivieso
Bradley D. Houser, Esq.

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QR

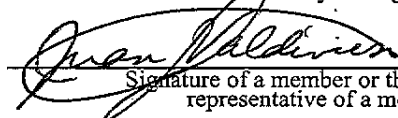
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Digital Latin America, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: November 15, 2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? N/A
5. New name of the limited liability company: N/A
6. If the amendment changes the period of duration, indicate new period of duration: N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction: N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: See page 2.
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized
representative of a member

Juan F. Valdivieso

Typed or printed name of signee

Filing Fee: \$25.00

FILED
MAY 17 PM 3:53
CLERK OF COURT
JANUARY 17, 2001

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA (CONT'D)**

DIGITAL LATIN AMERICA, LLC

ITEM 8.

This Application by Digital Latin America, LLC to Amend its Application for Authorization to Transact Business in Florida, which was filed with the Florida Department of State, Division of Corporations, on November 15, 2000, amends Section 9 thereto, which incorrectly contain the names of the managers listed therein as: Michael V. Pulli, CEO, and Juan F. Valdivieso, CFO.

The correct name and usual business address of the managing members or managers are as follows:

Thomas O. Hicks
Eric C. Neuman
Cesar Baez
Gary Howard
Mike Erickson
Greg Armstrong
David E. Robinson

The usual address for each of the foregoing is:

c/o Digital Latin America, LLC
4117 N.W. 124th Avenue
Coral Springs, Florida 33065

FILED
01 MAY 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL LATIN AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3190687 8300

AUTHENTICATION: 1124755

010223832

DATE: 05-09-01