

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AMERICAN SMART SYSTEMS & NETWORKS USA, INC
(Name of corporation)

DOCUMENT NUMBER: P00000005680 FEI Number: 650974961

The enclosed Statement of Change of Registered Office/ Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

JUAN CARLOS TELLEZ
(Name of person)

AMERICAN SMART SYSTEMS & NETWORKS USA, INC
(Name of firm/company)
8181 nw 36TH Street Suite 2603
(Address)
Miami, FL 33172
(City/state and zip code)

For further information concerning this matter, please call:

Juan Carlos Tellez at (786) 286 2714
(Name of person) Area code & daytime telephone number

7000007566047--5
-09/06/02--01031--004
*****35.00 *****35.00

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address: Street Address:

Amendment Section Amendment Section
Division of Corporations Division of Corporations
P.O. Box 6327 409 E. Gaines Street
Tallahassee, FL 32314 Tallahassee, FL 32399
CR2E045(07/02)

02 SEP - 6 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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278a-6-02

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida

1. The name of the corporation: AMERICAN SMART SYSTEMS & NETWORKS USA, INC

2. The principal office address: 8181 nw 36TH Street Suite 2603

3. The mailing address (if different):

4. Date of incorporation/qualification: 01/19/2000

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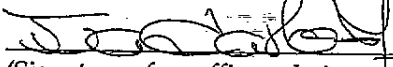
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

**JUAN CARLOS TELLEZ
9631 FONTAINEBLEAU BLVD APT#202
MIAMI, FL 33172**

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

**JUAN CARLOS TELLEZ
8181 NW 36th Street
Suite 2603
MIAMI, FL 33172**


The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer, chairman or vice chairman of the board)

Juan Carlos Tellez / President
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


(Signature of Registered Agent)

Sept. 03 2002
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****

**MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314**

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02 SEP - 6 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA