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BASIC AMENDMENT

TERRA NETWORKS SERVICES, INC.

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TERRA NETWORKS SERVICES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **TERRA NETWORKS SERVICES, INC.** (the "Corporation").

2. The following Amendment to the Articles of Incorporation was adopted by the unanimous written consent of the sole Director of the Corporation and the sole Shareholder of the Corporation, the number of votes cast being sufficient for approval, as of March 9, 2000 in the manner prescribed by Section 607.1003 of the Act.

3. Article I of the Corporation's Articles of Incorporation is hereby deleted and replaced by a new Article I, as follows:

**"ARTICLE I**

The name of the corporation is "**TERRA NETWORKS MANAGEMENT, INC.**"

4. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment to Articles of Incorporation of **TERRA NETWORKS SERVICES, INC.** as of this 9th day of March, 2000.

**TERRA NETWORKS SERVICES, INC.,**  
a Florida corporation:

By:   
Print Name: **Alfredo Jesus Villalobos Quintana**  
Title: **President and Sole Director**

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**ACTION BY UNANIMOUS CONSENT  
BY  
THE SOLE DIRECTOR  
AND  
THE SOLE SHAREHOLDER  
OF  
TERRA NETWORKS SERVICES, INC.**

The undersigned, constituting the Sole Director and the sole Shareholder of TERRA NETWORKS SERVICES, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action, without a meeting, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The undersigned do hereby agree that, upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Shareholders and the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given. The following resolutions are hereby adopted:

**RESOLVED**, that Article I of the Articles of Incorporation of the Corporation be deleted and replaced by a new Article I, as follows:

**ARTICLE I**

The name of the Corporation is "TERRA NETWORKS MANAGEMENT, INC."

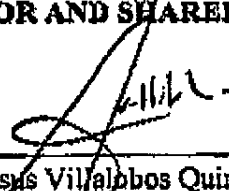
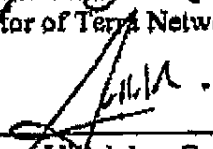
**FURTHER RESOLVED**, that Alfredo Jesus Villalobos Quintana, President of the Corporation, is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida on behalf of the Corporation, and to execute and deliver any and all documents and instruments and take any and all other actions necessary or desirable to effectuate the intent and purpose of the foregoing resolution.

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**IN WITNESS WHEREOF**, the undersigned being the sole Director and the sole Shareholder of the Corporation, have executed the foregoing Action by Unanimous Consent for the purposes herein expressed as of this 9th day of March, 2000.

**DIRECTOR AND SHAREHOLDER:**

  
\_\_\_\_\_  
Alfredo Jesus Villalobos Quintana,  
Sole Director of Terra Networks Services, Inc.  
\_\_\_\_\_  
Alfredo Jesus Villalobos Quintana,  
President of Terra Networks USA, Inc.,  
Sole Shareholder of Terra Networks Services, Inc.

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