P0000002907/

August 1, 2002

200007103662--6 -08/14/02--01020--002 *****35.00 *****35.00

FLORIDA WIRELESS USA, INC. 940 ADAMS STREET HOLLYWOOD, FL 33019

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for FLORIDA WIRELESS USA, INC. in reference to Article 5-OFFICERS.

I may be reached at my telephone number, 954-757-2996

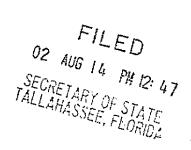
Thank you.

Very truly yours,

President.

The History STATE Amend 8/19/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FLORIDA WIRELESS USA, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment adopted:

AMENDMENT 1

ARTICLE 5 - OFFICERS The officers of the Corporation shall read:

PRESIDENT: Robert G. Chira
VICE-PRESIDENT - Max Chira
SECRETARY - Robert G. Chira

TREASURER - Robert G. Chira

whose addresses shall be:

Robert G. Chira

3661 Turtle Run Boulevard, #1217

Coral Springs, FL 33067

Max Chira 940 Adams Street Hollywood, FL 33019

The amendment was approved by the shareholders. The number of votes cast for the for the amendments were sufficient for approval.

Signed this 9 day of AUGUST , 2002.

Signature _______ Sy the President

ROBERT G. CHIRA PRESIDENT

P0000002907/

August 1, 2002

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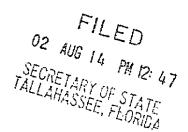
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Amend 8/19/02

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ROBERT G. CHIRA **PRESIDENT**