

P00000030162

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

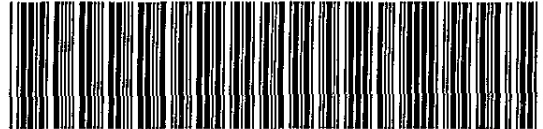
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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07/09/03 DC

June 26, 2003

Florida Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Dear Sir or Madam:

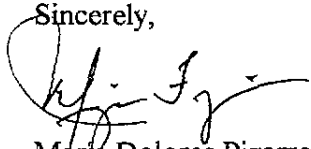
Enclosed please find the Articles of Dissolution, Written Consent and Plan of Complete Liquidation and Dissolution of Telefónica Móviles USA, Inc. to be filed in accordance with section 607.1402 and 607.1403 of the Florida Business Corporation Act. This dissolution will be effective on June 26, 2003.

We hereby include a Managers Check in the amount of \$35.00 to cover filing fees.

I am including a self-addressed envelope so that you can send me the enclosed photocopy stamped as received, as proof that the articles of dissolution were filed.

If you have any doubts regarding this matter please do not hesitate to contact the undersigned at (787) 273-5630 or fax any documents to (787) 749-5880. If you need to mail any documents, please send them to the following address: PO BOX 70325 San Juan, PR 00936-8325.

Sincerely,



Maria Dolores Pizarro-Figueroa
Corporate Legal Counsel

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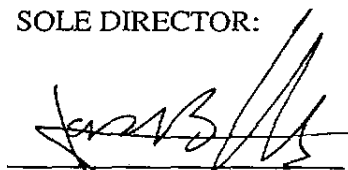
ARTICLES OF DISSOLUTION

Pursuant to Section 607.1401, Florida Statutes, the undersigned, being the Sole Director of Telefónica Móviles USA, Inc., a Florida Corporation, submit the following Articles of Dissolution to the Department of the State of the Florida (the "Department of State"):

- 1- The name of the Corporation is TELEFONICA MOVILES USA, INC. (the "Corporation").
- 2- The Corporation's Articles of Association were filed with the Department of State on March 23, 2000. The document number of this corporation is P00000030162.
- 3- None of the Corporation's share have been issued.
- 4- There is no debt of the Corporation that remains outstanding and unpaid.
- 5- The Board of Directors has approved and authorized the Corporation's dissolution.

IN WITNESS WHEREOF, the undersigned have executed those Articles of Dissolution as of June 26, 2003, 2003.

SOLE DIRECTOR:



Juan Ramón Balcells