

ARTICLES OF DISSOLUTION

Pursuant to Section 607.1401, Florida Statutes, the undersigned, being the sole Director of Telefónica S.A. USA, Inc., a Florida corporation (the "Director"), submits the following Articles of Dissolution to the Department of State of the State of Florida (the "Department of State"):

- 1. The name of the corporation is TELEFONICA S.A. USA, INC. (the "Corporation").
- 2. The Corporation's Articles of Incorporation were filed with the Department of State on June 22, 2000.
- The Corporation has not issued any of its shares.
- 4. There is no debt of the Corporation that remains outstanding and unpaid.
- 5. The sole Director has approved and authorized the Corporation's dissolution.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution as of March 13, 2001.

DIRECTOR:

Patricia Menendez Cambo