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ACCOUNT NO. : 072100000032
REFERENCE : 783036 7203138
AUTHORIZATION : *Patricia Puyts*
COST LIMIT : \$ 35.00

FILED
00 AUG - 1 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 1, 2000

ORDER TIME : 10:41 AM

ORDER NO. : 783036-005

400003342074--2

CUSTOMER NO: 7203138

CUSTOMER: Mr. Mauricio Botero-paramo
Newworld Telesites, Inc.
3333 Halissee Street

Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: NETWORLD TELESITES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
00 AUG - 1 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.

G. GOULLETTE AUG 0 1 2000

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 AUG - 1 AM 11: 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NETWORLD TELESITES, INC.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article VI : CHANGE OF NAME OF CORPORATION

The name of the Corporation will
be changed to :

NEWWORLD TELESITES, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 31, 2000

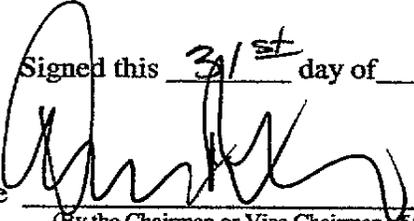
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 31st day of July, 2000.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

OMAR BOTERO
Typed or printed name

CEO & PRESIDENT
Title