

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Katalyx, Inc.

(Name of Corporation)

DOCUMENT NUMBER: P00000069560

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:

Elizabeth Bustamante

(Name of Person)

Telefonica USA, Inc.

(Name of Firm/Company)

1111 Brickell Ave. Suite 1000

(Address)

Miami, Florida 33131

(City/State and Zip Code)

For further information concerning this matter, please call:

Elizabeth Bustamante at (305) 925-5259

(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Mailing Address:
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314


**OFFICER / DIRECTOR RESIGNATION
FOR A CORPORATION**

I, Victoria Medina, hereby resign as Chief Financial Officer
(Title)

of Katalyx, Inc.
(Name of Corporation)

P00000069560, a corporation organized under the laws of the State of
(Document Number, if known)

Florida


(Signature of resigning officer/director)

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
07 FEB 22 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

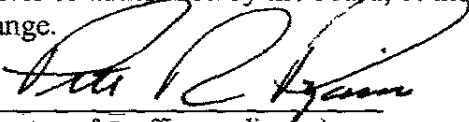
STATEMENT OF CHANGE OF OFFICER FOR CORPORATION

Pursuant to the provisions of sections 607.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change submitted for a corporation organized under the laws of the State of Florida in order to change an officer in the State of Florida.

1. The name of the corporation: Katalyx, Inc.
2. The principal office address: 150 W. Flagler St. Suite 2500, Miami, Florida 33131
3. The mailing address: same as above
4. Date of incorporation: 07/20/2000 Document number: P00000069560
5. The name, position and street address of the new officer:

Victor Navarro
Chief Financial Officer
150 W. Flagler St.
Suite 2500
Miami, FL 33131

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


(Signature of an officer or director)

Pete Pizarro, CEO
(Printed or typed name and title)

I hereby accept the appointment as Chief Financial Officer and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Chief Financial Officer.


(Signature of Chief Financial Officer)

02/02/2007
(Date)

**UNANIMOUS WRITTEN CONSENT
OF
THE SOLE SHAREHOLDER OF
KATALYX, INC.**

Dated: January 30, 2007

The undersigned, the Sole Shareholder of KATALYX, INC., a Florida Corporation (the "Corporation") does hereby agree, consent to, adopt and approve the actions set forth below. The undersigned hereby agrees that 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 though adopted at a formal meeting of the Shareholders of the Corporation, duly called and acting upon proposals to adopt such resolutions. The following resolutions are hereby adopted:

RESOLVED, that the Corporation accepts the resignation of the following person as a member of the Board of Directors and Chief Financial Officer of the Corporation effective immediately:

VICTORIA MEDINA

RESOLVED, that the following person be, and hereby is, elected as Member of the Board and Chief Financial Officer of the Corporation effective immediately, to serve until the next annual meeting of the Shareholders of the Corporation and thereafter until their respective successors are duly elected and qualified or until their earliest resignation or removal:

VICTOR HUGO NAVARRO

IN WITNESS WHEREOF, the undersigned Sole Shareholder has executed the foregoing consent on the date above written.

SHAREHOLDER:
TELEFONICA DATACORP, S.A.

Claudio Muñoz