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BASIC AMENDMENT

TELEUSA ENTERPRISES, INC.

| Certificate of Status | 0 |
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| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$43.75 |

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ARTICLES OF AMENDMENT TO THE ARTICLES

OF INCORPORATION OF

TELEUSA ENTERPRISES, INC.

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation.

Item I. Change Article VII to read as follows:

DIRECTOR - SEAN FLETCHER

Item II Change Article IX to read as follows:

PRESIDENT/SECRETARY/TREASURER - SEAN FLETCHER

SECRETARY OF STATE AS DIVISION OF CORPORATIONS 7001 DEC 20 PM 3: 58

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All other provisions of the Articles of Incorporation are hereby ratified and reaffirmed.

The addition (s) are/were adopted effective on the 20TH day of November 2001, and approved by the shareholders in accordance with section 607.1006. DATED: NOVEMBER 20, 2001.

TELEUSA ENTERPRISES, INC.

Corporate Name

SEAN FLETCHER, President