

Florida Department of State

Division of Corporations
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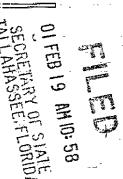
: (850)922-4000

From:

Account Name : PRATS, FERNANDEZ & CO.

Account Number: 119980000078 Phone: (305)444-8333

Fax Number : (305)444-8334



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VISION OF CORPORATIONS

BASIC AMENDMENT

UNICELL CELLULAR & ACCESSORIES, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNICELL CELLULAR & ACCESSORIES, INC.

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:

ARTICLE IV - CAPITOL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value Common Stock which shall be designated "Common Shares".

ARTICLE VII - BOARD OF DIRECTORS

The names and post office address of the members of the members of the Board of Directors who shall hold office of the Corporation until the successors are elected of appointed and have qualified are as follows:

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BOARD OF DIRECTORS

Antonio Yidios Director, President Mauricio Mejia Director, Vice President & Secretary

Luis Carlos Orozco Director, Treasurer

1446 N.W. 78th Ave. Miami, Fl. 33126

It is hereby declared that stockholders approval is not necessary for these Articles of Amendment.

Preparer's name: Francisco J. Fernandez

2121 Ponce de Leon Blvd # 240

Coral Gables, FL 33134. Phone: 305-444-8333.

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There being no further business, the amendments were adopted by the directors, with no shareholder action required and not member action or consideration executed. This meeting was duly adjourned with the unanimously approved of all directors and officers and the mended adoptions of this article on this 15th day of February of 2001.

Luis Carlos Orozco Director & Treasurer

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