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BASIC AMENDMENT

BOSILEVAC, ZAMBRANO AND ASSOCIATES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

November 13, 2002

BOSILEVAC, ZAMBRANO AND ASSOCIATES, INC. 3220 NW 36 STREET STE 601 MIAMI, FL 33166

SUBJECT: BOSILEVAC, ZAMBRANO AND ASSOCIATES, INC.

REF: P00000098075

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Karen Gibson Document Specialist FAX Aud. #: H02000225287 Letter Number: 102A00061635

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BOSILEVAC, ZAMBRANO AND ASSOCIATES, INC.

(PRESENT NAME)

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

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

Change ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2500 n.w. 107th Avenue suite 208.

Miami, Florida. 33172.

Change ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue one thousand (1.000) shares of one dollar (\$1.00) par value common stocks which shall be distributed as it continues:

TELOTRAEMOS.COM, C.A.

60% of Stocks

RIF: J-30703178-6 NIT: 0144445724

Address: Culle Gonzalez Padron Sur. Valle de la Pascua.

Estado Guarico, Venezuela

MACEL ZAMBRANO I.D. # Z516-540-75-762-0 2500 nw 107* avenue Ste. 208 Miani, Florida. 33172. USA 40% of Stocks

add ARTICLE VI BOARD OF DIRECTORS

The Board of Director shall consist of a total of Two (02) persons, and the name and address of the person who is to serve as director is:

Macel Zambruno I.D. # Z516-540-75-762-0 2500 nw 107th avenue Ste. 208 Miami, Florida. 33172 President

Mirko Morales J.D. # M642-550-73-380-0 2500 mw 107th avenue Ste. 208 Vice-President

Miami, Florida. 33172

SECOND: if an amendment provides for an exchange, reclassification or concellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as follows.

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THIRD: The date of each amendment's adoption: November 12, 2002

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

(X) 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

"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 director 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 12 Day of November 2.002.

Signature

(BI the Chairman or vice chairman of the Boar of Directors, President or other officer if adopted by the shareholders)

0R

(By a director if adopted by the directors)

(By an incorporator if adopted by the incorporators)

William Bosilevac

TYPED OR PRINTED NAME

President