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Requester's Name

TELESOUTH INC.
2640 West 84th Street
Hialeah, FL 33016

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-11/29/00--01062--002
*****35.00 *****35.00

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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
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Amend
12-7-00
RHS

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TELESOUTH INC.**

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1. The name of the corporation is TELESOUTH INC. (the "Corporation").
2. Article VIII is added to the original Articles of Incorporation of the Corporation as follows:

**ARTICLE VIII
SHARES**

The Corporation shall be authorized to have 1,000 shares of common stocks, each having a par value of \$1.00, and each of shall be entitle to one vote, as issue. The subscription of each share of stock is made as follows:

Name	Shares	Consideration	Issued on:
Telefonía C.Y.P.C.A. A Venezuelan Corporation	300	30%	Certificate No.1
RRV Telecomunicaciones A Chilean Corporation	300	30%	Certificate No.2
Wilson Construcciones An Argentinean Corporation	300	30%	Certificate No.3
International Networking Consulting Corp. A Florida Corporation	100	10%	Certificate No.4

3. These Amendments were adopted by the board of directors to the Corporation's shareholders on November 22, 2000.

4. These Amendments were approved by the holders of a majority of the Corporation's stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, TELESOUTH INC., has caused these Articles of Amendments to be executed on this 22nd day of November, 2000.

TELESOUTH INC.

By: 

Felix F. Ferrer
President, Director