

**CORPORATE  
ACCESS,  
INC.**

**FD1000017603**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax: (850) 222-1656

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TALLAHASSEE, FLORIDA

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**Amend.**

1.) **Global Communications International Corp.**  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS  
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**SPECIAL INSTRUCTIONS**

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**FIRST ARTICLES OF AMENDMENT  
OF  
GLOBAL COMMUNICATIONS INTERNATIONAL CORPORATION**

The undersigned Corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is GLOBAL COMMUNICATIONS INTERNATIONAL CORPORATION.

2. Article IV of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of capital stock authorized to be issued shall be Ten Thousand (10,000) shares, with two classes of stock comprising the same. The rights, privileges, entitlements and preferences of each such class of stock shall be as follows:

4.1 Class One – Common Stock: The Common Stock shall consist of Eight Thousand Five Hundred (8,500) shares. Said Common Stock shall have full voting rights and such other rights and entitlements as shall be provided to the holders of common stock under Florida law, the Bylaws of the Corporation, as amended, and/or agreement(s) among the shareholders.

4.2 Class Two – Preferred Stock: The Preferred Stock shall consist of One Thousand Five Hundred (1,500) shares. The rights, privileges, entitlements and preferences associated with said Preferred Stock shall include, but shall not be limited to, the following:

4.2.1 Full voting rights, coupled with specific quorum and limited veto rights on certain matters before the Board of Directors and specific quorum and limited veto rights as to certain matters before the Shareholders, as more fully described in the Bylaws of the Corporation, as amended.

4.2.2 Preference over any other class of shares with respect to distributions, including dividend and liquidation priorities.

4.2.3 Entitlement to distributions shall be on a cumulative basis.

4.2.4 Such Preferred Stock shall be convertible share for share at the option and discretion of the holder for Common Stock.

4.2.5 Such other rights, privileges, entitlements and preferences as shall be provided to the holders of preferred stock under Florida law, the Bylaws of the Corporation, as amended, and/or agreement(s) among the shareholders.

3. Article V of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:


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SECRETARY L. J. JAFFE  
TALLAHASSEE, FLORIDA

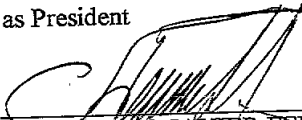
**ARTICLES V  
PREEMPTIVE RIGHTS GRANTED**

Except as may be otherwise provided under any agreement(s) among shareholders, each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation, and/or as provided under any agreement(s) among shareholders.

4. This Amendment was adopted by all Directors and Shareholders on 6-14, 2001.

**GLOBAL COMMUNICATIONS  
INTERNATIONAL CORPORATION**

By:   
CHARLES P. CARAVANA,  
as President

Attest:   
ALEJANDRO JAVIER PERRIN VELEZ,  
as Executive Vice-President

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14 day of June, 2001, by Charles P. Caravana, as President of Global Communications International Corporation, a Florida corporation (the "Corporation") in the foregoing instrument, which is a corporation lawfully existing under the laws of the State of Florida; and said person is personally known to me or produced his driver=s license as identification, and did acknowledge executing the foregoing instrument freely and voluntarily under the authority duly vested by the Corporation; and the seal affixed to the foregoing instrument is the true corporate seal of the Corporation.

WITNESS my hand and official this 14 day of June, 2001.

My Commission Expires: June 6, 2004

  
NOTARY PUBLIC



Djanaina W Perez  
My Commission CC943163  
Expires June 06 2004

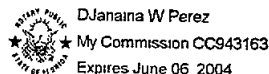
STATE OF Florida  
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 14 day of June, 2001, by Alejandro Javier Ferrin Velez, as Executive Vice-President of Global Communications International Corporation, a Florida corporation (the "Corporation") in the foregoing instrument, which is a corporation lawfully existing under the laws of the State of Florida; and said person is personally known to me or produced his passport as identification, and did acknowledge executing the foregoing instrument freely and voluntarily under the authority duly vested by the Corporation; and the seal affixed to the foregoing instrument is the true corporate seal of the Corporation.


WITNESS my hand and official this 14 day of June, 2001.


DJanaina W Perez  
NOTARY PUBLIC

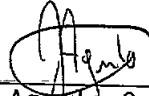
My Commission Expires June 6, 2004



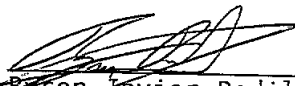
SHAREHOLDERS:


  
Charles P. Caravana  
Dated: 6-14-01


  
Janet Caravana  
Dated: 6-14-01


  
Jorge Agrelo Ozores  
Dated: 6-14-01

  
Diego Perini Residori  
Dated:

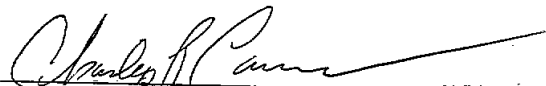
  
Byron Javier Padilla-Lopez  
Dated: 6-14-01


  
Ximena Pacheco Galarza  
Dated: 6-14-01


  
Alejandro Javier Ferrin Velez  
Dated: 6-14-01


  
Elba Abad Samper  
Dated: 6-14-01

DIRECTORS:

  
Charles P. Caravana  
Dated: 6-14-01

  
Jorge Agrelo Ozores  
Dated: 6-14-01

  
Alejandro Javier Ferrin Velez  
Dated: 6-14-01

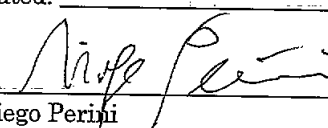
  
Byron Javier Padilla-Lopez  
Dated: 6-14-01

**SHAREHOLDERS:**

Charles P. Caravana  
Dated: \_\_\_\_\_

Janet Caravana  
Dated: \_\_\_\_\_

Jorge Agrelo  
Dated: \_\_\_\_\_

  
Diego Perini  
Dated: \_\_\_\_\_

Byron Javier Padilla-Lopez  
Dated: \_\_\_\_\_

Ximena Pacheco  
Dated: \_\_\_\_\_

Alejandro Javier Ferrin Velez  
Dated: \_\_\_\_\_

Elba Abad Samper  
Dated: \_\_\_\_\_

**DIRECTORS:**

Charles P. Caravana  
Dated: \_\_\_\_\_

Jorge Agrelo  
Dated: \_\_\_\_\_

Alejandro Javier Ferrin Velez  
Dated: \_\_\_\_\_

Byron Javier Padilla-Lopez  
Dated: \_\_\_\_\_