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TELEPHONE USA

900 Osceola Drive, Ste 208 West Palm Beach, FL 33409 (561) 683-3332 • Fax: (561) 688-7334

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

| 1(Corporation Name) 2(Corporation Name) 3. | (Document #) (Document #) |
|--------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| (Corporation Name) | (Document #) |
| (Corporation Name) | (Document #) |
| □ Walk in □ Pick up time □ Mail out □ Will wait | Certified Copy Photocopy Certificate of Status |
| NEW FILINGS Profit Not for Profit Limited Liability Domestication Other | 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 MAY 1 4 2001 |
| | Examiner's Initials |



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 8, 2001

TELEPHONE USA, INC. 900 OSCEOLA DRIVE SUITE 209 WEST PALM BEACH, FL 33409

SUBJECT: BELL TELEPHONE U.S.A., INC.

Ref. Number: P01000021785

We have received your document for BELL TELEPHONE U.S.A., INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 001A00027449

OI MAY 14 AH 7:28
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 30, 2001

TELEPHONE USA, INC. 900 OSCEOLA DRIVE SUITE 209 WEST PALM BEACH, FL 33409

SUBJECT: BELL TELEPHONE U.S.A., INC.

Ref. Number: P01000021785

We have received your document for BELL TELEPHONE U.S.A., INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document does not state if the registered agent is being changed. Only one block should be checked under FOURTH. Please type or print the name and title of the person signing the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

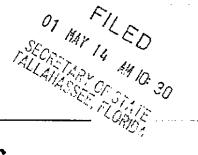
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DIVISION OF CORPORATIO

Letter Number: 101A00025592

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Beil Telephone U.S.A. 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:

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

Article 1 - The name shall be changed to Telephone USA, Inc.

Article IV _ capital stock

Change shares to: 50% (500) to President (Oscar Noda 50% (500) to Vice president (Adriana Solar)

Article VI - Officers

on) Oscar Nodarse - president - 3814 Woodswalk Blud Lake Worth Fl. 33467

dd) Adriana Solar - Vice president - 1768 Richard Ln. WestfalmBeach Fl. 33406

elete) Maria Nodarse - delete from corporation and registered agent

Adriana Solar - as registered agent

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| LOOK WILL | Adoption of Amendment(s) (CHECK ONE) |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| , d | 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 for approval by |
| | · Voting group |
| الله ا | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. |
| . ن | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. |
| | Simulation 23rd and March 2001 |
| | Signed this 23rd day of March 2001. |
| Signature | |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) |

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Resignation of Director of Bell Telephone/ Telephone USA

The undersigned hereby tenders her resignation as member of the board of directors and shareholder of Telephone USA, Inc a Florida Corporation, effective immediately.

Dated as of April 17, 2001

Registered Agent I am familiar with and accept the duties as registered