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To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

BASIC AMENDMENT

INTER COMMUNICATION MEDIA (USA), INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

RECEIVED
01 MAY 23 AM 11:55
DIVISION OF CORPORATIONS

FILED
01 MAY 23 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective May 23, 2001 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Inter Communication Media (USA), Inc.
Old Name:

Article II. Address

The mailing address of the Corporation is:
Inter Communication Media (USA), Inc.
250 Catalonia Avenue
Suite 706
Coral Gables FL 33174

Article III. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Edwin Arthur Lytton
Carlos Rafael Barillas Flores
Federico Antonio Barillas Flores

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The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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Article IV. Capital Stock

The Corporation shall have the authority to issue 5,000 shares of common stock, par value \$1.00 per share.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

NS Corporate Services, Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Inter Communication Media (USA), Inc.

By: 

by R.A. Fernandez as attorney-in-fact

Name: Edwin Arthur Lytton

Title: Chairman

Date: May 23, 2001

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

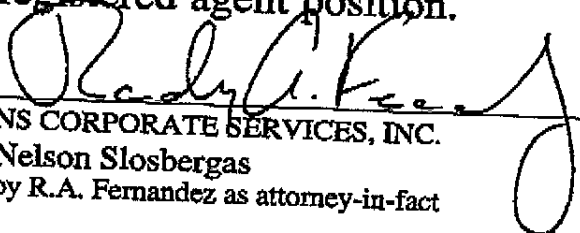
CORPORATION:

Inter Communication Media (USA), Inc.

REGISTERED AGENT/OFFICE:

NS Corporate Services, Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NS CORPORATE SERVICES, INC.
Nelson Slosbergas
by R.A. Fernandez as attorney-in-fact

Date: May 23, 2001

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