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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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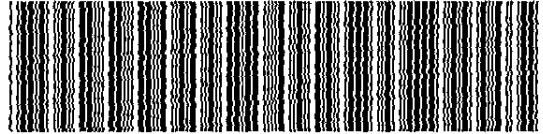
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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8/8/03

A-1 Restated  
A.R.I.

SP

law offices

**BREITGROSSMAN**

a partnership of professional associations

150 North University Drive Ste 200  
Plantation, FL 33324-2008  
Telephone 954.452.1144  
Facsimile 954.452.3311

August 5, 2003

E-mail RBreit@BreitGrossman.com

Ms. Susan Payne  
PERSONAL AND CONFIDENTIAL  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314

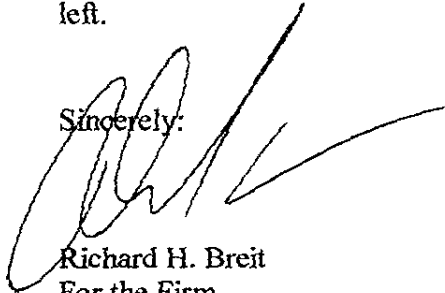
Re: Myatel Corporation

Dear Ms. Payne:

As you requested, I am enclosing another check in the amount of \$35 for the filing fee for the amendment. If the first check is located, please return it.

I apologize for the delay in getting this to you. I left for a few days and forgot to mail it before I left.

Sincerely:

A handwritten signature in black ink, appearing to be 'RHB', with a long horizontal flourish extending to the right.

Richard H. Breit  
For the Firm  
RHB/em  
enclosure

law offices

**BREITGROSSMAN**

a partnership of professional associations

150 North University Drive Ste 200  
Plantation, FL 33324-2008  
Telephone 954.452.1144  
Facsimile 954.452.3311  
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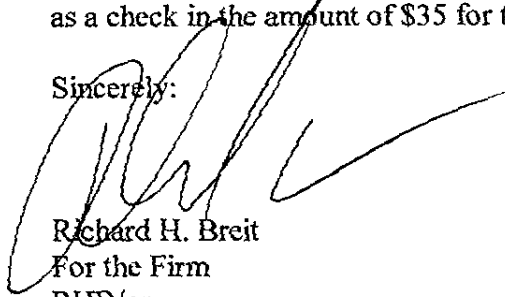
Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Myatel Corporation

Dear Sir or Madam:

We are enclosing Amended and Restated Articles of Incorporation for Myatel Corporation as well as a check in the amount of \$35 for the filing fee.

Sincerely:



Richard H. Breit

For the Firm

RHB/em

enclosure

cc: Mr. Jay P. Joubner (w/o enclosure)

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DIVISION OF CORPORATIONS

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MYATEL CORPORATION  
a Florida corporation

THE UNDERSIGNED, being a Director and the President of MYATEL CORPORATION, a Florida corporation (the "Corporation"), submits for filing the following Amended and Restated Articles of Incorporation of the Corporation, pursuant to Section 607.0602 of the Florida Business Corporation Act.

The following Amended and Restated Articles of Incorporation of the Corporation was adopted by unanimous vote of both the shareholders of the Corporation and the Board of Directors of the Corporation on July 14, 2003.

ARTICLE I

The name of this Corporation is MYATEL CORPORATION.

ARTICLE II

This Corporation is organized for the purpose of transacting any and all business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III

The total number of shares of all classes of capital stock which the corporation shall have the authority to issue is 10,000,000 shares, consisting of 9,000,000 shares of common stock with a par value of \$.01 per share, and 1,000,000 shares, \$.01 par value each, shall be serial Preferred Stock. A description of the different classes and series (if any) of the serial Preferred Stock and a statement of the designations, and the relative rights, preferences and limitations of the shares of each class and series of serial Preferred Stock are as follows:

The Board of Directors of the Corporation is authorized by resolution or resolutions from time to time adopted, to provide for the issuance of serial Preferred Stock in series and to fix and determine the voting powers, designations, preferences and relative, participating, option or other special rights of the shares of each such series and the qualifications, limitations and restrictions thereof, including, but not limited to, determination of any of the following:

- (a) The distinctive serial designation and the number of shares constituting such series;
- (b) The dividend rates or the amount of dividends to be paid on the shares of such series, whether dividends shall be cumulative and, if so, from which date or dates, the

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payment date or dates for dividends, and the participating or other special rights, if any, with respect to dividends;

(c) The voting powers full or limited, if any, of shares of such series;

(d) Whether the shares of such series shall be redeemable and, if so, the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(e) The amount or amounts payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(f) Whether the shares of such series shall be convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and, if so convertible or exchangeable, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, if any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or change; and

(g) The price or other consideration for which the shares of such series shall be issued;

Each share of such series of Preferred Stock shall have the same relative rights as and be identical in all aspects with all other shares of the same series.

#### ARTICLE IV

The street address of the registered office of this Corporation is 150 North University Drive, Ste 200, Plantation, FL 33324; and the name of the initial registered agent of this Corporation at that address is Richard H. Breit.

#### ARTICLE V

This Corporation shall have three directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

#### ARTICLE VI

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

#### ARTICLE VII

This corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE VIII

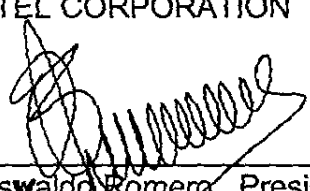
The address of the principal place of business of this corporation is 6601 NW 14<sup>th</sup> Street, Ste 11, Plantation, FL 33313.

ARTICLE X

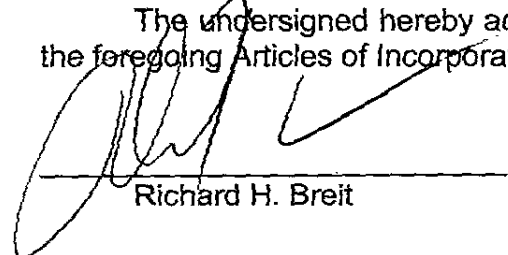
The holders of shares of any class of common stock shall have preemptive rights in any shares of common stock being issued.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 14 day of July, 2003

MYATEL CORPORATION

By:   
Oswaldo Romero, President and Director

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
Richard H. Breit