05787 Joaquin G. Molina

10140 SOUTHWEST 40TH STREET MIAMI, FL 33165

> TEL: (305) 552-0049 FAX: (305) 552-0463

November 9, 2001

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*****35.00 *****35.00

DIVISION OF CORPORATIONS

P.O. Box 6327 Tallahassee, FL 32314

RE: **WORKING WIRELESS, INC.**

To Whom It May Concern:

Enclosed please find check no. 2654, written for the amount of Thirty-five dollars and no cents to pay for the Articles of Amendment filing fees.

Please do not hesitate in contacting our offices for any further information needed to quickly expedite this matter.

Sincerely,

John Czełusniak Paralegal for Firm

T BROWN DEC 1 1 2001





FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 20, 2001

JOHN CZELUSNIAK LAW OFFICES OF JOAQUIN G. MOLINA 10140 SOUTHWEST 40TH STREET MIAMI, FL 33165

SUBJECT: WORKING WIRELESS, INC.

Ref. Number: P01000105787

We have received your document for WORKING WIRELESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The name and title of the person signing the document must be noted beneath or opposite the 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) 245-6869.

Teresa Brown Corporate Specialist

Letter Number: 401A00062235

Law Offices of JOAQUIN G. MOLINA

10140 Southwest 40th Street Miami, FL 33165

TEL: (305) 552-0049 FAX: (305) 552-0463

December 6, 2001

DIVISION OF CORPORATIONS

C/o: Amendment Dept. P.O. BOX 6327 Tallahassee, FL 32314

RE:

WORKING WIRELESS, INC.

REF NO. P01000105787

To Whom It May Concern:

Enclosed please find the Original Copy of the Articles of Amendment to Articles of Incorporation of Working Wireless, Inc. to file with the State.

If any further information is needed to expedite this matter, please do not hesitate in contacting our offices at the above-mentioned number.

WE APPRECIATE YOUR PROMPTNESS CONCERNING THIS MATTER

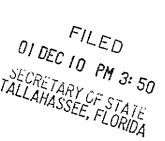
Sincerely,

JOHN CZELUSNIAK

Paralegal for Firm

JGM/jc

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



| WORKING WIRELESS, INC. | · <i>"UA</i> |
|---|--------------|
| | • |
| (present name) | |
| P01000105787 (Document Number of Corporation (If known) | |

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)

Under Article II (Principal Office)
The principal place of business and mailing address of this corporation shall be:

5712 Sunset Drive Miami, FL 33143

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:

| THIRD: | The date of each amendment's adoption: November 2nd, 2001 |
|-----------|---|
| FOURTH | : Adoption of Amendment(s) (CHECK ONE) |
| | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. |
| Ţ. | 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 |
| | (|
| X | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. |
| Signature | Signed this 30th day of NOVEMBER, 2001. Zuleika Torres |
| 518H4444 | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) ZULEIKA TORRES/ President |
| | OR |
| | (By a director if adopted by the directors) |
| | OR . |
| | (By an incorporator if adopted by the incorporators) |
| | ZULEIKA TORRES (Typed or printed name) |
| | PRESIDENT / DIRECTOR |