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LAW OFFICE OF
MICHAEL P. GABLE

PRESIDENTIAL CIRCLE
4000 HOLLYWOOD BOULEVARD, SUITE 735 SOUTH TOWER
HOLLYWOOD, FLORIDA 33021-6755

MICHAEL P. GABLE
MICHAEL HEIDT
ANGELA JOHNSON, OFFICE MANAGER

BROWARD (954) 966-2501
MIAMI-DADE (305) 374-4344
FAX (954) 964-2294
E-MAIL: mpglaw@bellsouth.net
WEBSITE: http://www.gable-heidt.com

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TALLHASSEE, FLORIDA

April 10, 2002

Division of Corporations
Amendments Section
P. O. Box 6327
Tallahassee, FL 32314

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Re: Articles of Amendment to Articles of Incorporation of Massalia Telecom, Inc.
Document No. P02000031476

Dear Sirs:

This firm represents Massalia Telecom, Inc. in the above matter. Enclosed please find Articles of Amendment to the Articles of Incorporation of Massalia Telecom, Inc. In addition, enclosed please find a check in the amount of \$35 representing the filing fees. Please accept and file the enclosed Articles. If you have any questions, please do not hesitate to contact us.

Very truly yours,



Michael Heidt
MH:rl
Enclosures as stated

*ADR
4/22/02*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MASSALIA TELECOM, INC.**

FILED
02 APR 16 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT NUMBER: P02000031476

Pursuant to the provisions of §607.1006, Fla. Stat., this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III of the Articles of Incorporation entitled, "Capitalization" is deleted and replaced with the following:

The maximum number of shares that this corporation is authorized to have outstanding at any time is one hundred thousand (100,000) shares of common stock, having a par value of one (\$1.00) dollar per share.

Article VI entitled, "Principal Place of Business" is amended to reflect that the principal place of business of the corporation is 1508 Bay Road, Miami Beach, Florida 33139.

Article VIII entitled, "Officers and Directors" is amended to reflect that the address for both Thomas M. Kann and Yves Remita is 1508 Bay Road, Miami Beach, Florida 33139.

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

THIRD: The date of each amendment's adoption is April 8, 2002.

FOURTH: The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 10th day of April, 2002.

Signature: _____



Michael Heidt, Incorporator