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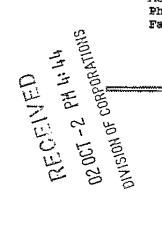
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BASIC AMENDMENT

COLATEL, INC.

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| Certificate of Status | 0 | |
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ARTICLES OF AMENDMENT



TO

ARTICLES OF INCORPORATION

OF

COLATEL, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation,

FIRST:

Amendment adopted: Exchange

Article VII
Article VIII

Article VI LOCATION

5640 N.W. 115 CT # 210, Miami, FL 33178

Article VII DIRECTORS

NAME

ADDRESS

Luis Latouche

5640 N.W. 115 CT # 210

Miami, FL 33178

Carlos Sanchez

5640 N.W. 115 CT # 210

Miami, FL 33178

Juan Pablo Llano

5640 N.W. 115 CT # 210

Miami, FL 33178

Article VIII SUBSCRIBE

| | 4222 | |
|------------------|------------------------|--------|
| NAME | ADDRESS | SHARES |
| Luis Latouche | 5640 N.W. 115 CT # 210 | 40% |
| | Miami, FL 33178 | 1070 |
| Carlos Sanchez | 5640 N.W. 115 CT # 210 | 30% |
| | Miami, FL 33178 | |
| Juan Pablo Liano | 5640 N.W. 115 CT # 210 | 30% |
| | Miami, FL 33178 | |
| | | |

PREPARED BY: ERNESTO HUERTAS,ACCOUNTANT E & V GREAT PROFESSIONAL,INC 6216 S.W. 8 ST MIAMI, FL 33144 TEL: (305) 265-1566

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SECOND:

The date of each amendment's adoption October 2, 2002

THIRD:

Adoption of Amendment

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:

 "The number of votes cast for the amendment was/were sufficient for approval by.
- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 02 day of October, 2002.

Carlos Sanchez.

Vice-President

tho5000901371