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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PRESTIGE WIRELESS, INC.

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Amend
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PRESTIGE WIRELESS, INC.**

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:

**ARTICLE VII
Board of Directors**

This Corporation shall have Two director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the directors of this Corporation is:

Name and Address

**Ahmad Hamdar
422 W. Waters Avenue
Tampa, FL 33604**

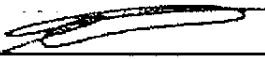
**Naim Hamdar
422 W. Waters Avenue
Tampa, FL 33604**

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The Adoption of Amendment(s) was/were adopted by the board of directors on December 31, 2003 without shareholder action and shareholder action was not required.

Signed on December 31, 2003.

Signature¹


Ahmad Hamdar, President/Director

¹This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.