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Division of Corporations
PO4000159138

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DIVISION OF CORPORATIONS

BASIC AMENDMENT
MIAMI TEL PREPAID, CORP.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF CORPORATION
MIAMI TEL PREPAID, CORP.
DOCUMENT NO.P04000159138

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:

ARTICLE V: The name and Florida Street address of the register agent is:

Delete: CARLOS TORRES
3229 NW 10TH COURT
MIAMI, FL 33127

Add: HANS RODGERS
3229 NW 10TH COURT
MIAMI, FL 33127

I Hans Rodgers also accept to be register agent of MIAMI TEL PREPAID, CORP.



HANS RODGERS
3229 NW 10TH COURT
MIAMI, FL 33127

ARTICLE VII: The name and address of the officer and director of the corporation is:

Delete: CARLOS TORRES /P/D
3229 NW 10TH COURT
MIAMI, FL 33127

Add: HANS RODGERS /P/D
3229 NW 10TH COURT
MIAMI, FL 33127

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

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as follows:

THIRD: The date of each amendment's adoption December 13, 2004.

FOURTH: Adoption of Amendment.

_____ The amendment(s) was / were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.


_____ The amendment(s) was / were approved by the shareholders through voting groups. The following statement must be separately 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

Signed this 13 day of, December, 2004 by directors



HANS RODGERS/ President/Director

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