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BASIC AMENDMENT

XPANDE COMMUNICATIONS INC.

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AMENDMENT TO
ARTICLES OF INCORPORATION

XPANDE COMMUNICATIONS, INC.
a Florida corporation

The undersigned, being the President of XPANDE COMMUNICATIONS, INC., a Florida corporation (the "Corporation"), hereby certifies that:

1. Article III of the Articles of Incorporation of the Corporation are hereby amended to reflect the following:

The general purposes for which the Corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

2. Article V of the Articles of Incorporation of the Corporation are hereby amended to reflect the following law firm as Registered Agent of the Corporation:

Estrella & Diaz-Leyva, P.A.
1321 Alton Road
Miami Beach, Florida 33139

ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

ESTRELLA & DIAZ-LEYVA, P.A.
A FLORIDA PROFESSIONAL ASSOCIATION

By: 

Daniel J. Diaz-Leyva, Director

The foregoing amendments were unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated March 29, 2005.

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IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set her hands and affixed the Corporation's corporate seal this 11th day of April, 2005.



Javier Perez-Palencia, President

[Corporate Seal]

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