

PG 5000050194

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TALLAHASSEE, FLORIDA

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DEC-8

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Latin Express Card Corporation
(Name of corporation)

DOCUMENT NUMBER: P05000030194

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jurgen Ziemer
(Name of contact person)

(Firm/Company)

3900 NW 79th Avenue, Suite 334
(Address)

Miami, FL 33166
(City/state and zip code)

For further information concerning this matter, please call:

Jurgen Ziemer at (786) 543 3452
(Name of contact person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Florida in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: The Latin Express Card Corporation
2. The principal office address: 15970 West State Road 84, Suite 237
Sunrise, FL 33326
3. The mailing address (if different): 3900 NW 75th Avenue, Suite 334
Miami, FL 33166
4. Date of incorporation/qualification: 4/4/2005 Document number: PO5000050194
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Valerio Rosales
15970 West State Road 84, Suite 237
(P.O. Box NOT acceptable)
Sunrise, FL

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

(Signature of an officer or director)

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

SIGNATURE ATTACHED

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Change of Articles of Incorporation as per Shareholder meeting of June 1, 2005
In Compliance with Chapter 607, F.S.

Article I Name

The name of the corporation shall be: The Latin Express Card, Corporation

Article II Principal Office

The principal place of business of this corporation shall be:
15970 West State Road 84, Suite 237, Sunrise, FL 33326

The mailing address of this corporation shall be:
3900 NW 79th Avenue, Suite 334, Miami, FL 33166

Article III Purpose

The purpose for which the corporation is organized is: Distribution of prepaid phone and prepaid credit cards.

Article IV Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is US\$ 0.01.

Article V Officers/Directors

The initial officers/directors are:

Valerio Rosales, President, 15970 West State Road 84, Suite 237, Sunrise, FL 33326
Valerio Rosales, Treasurer, 15970 West State Road 84, Suite 237, Sunrise, FL 33326

Article VI Registered Agent

The name and Florida address of the registered agent is: Valerio Rosales, 15970 West State Road 84, Suite 237, FL 33326. Located in the County of Broward, Florida.

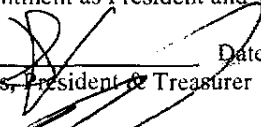
Article VII Incorporator

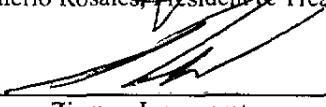
The name and street address of the incorporator of these Articles of Incorporation is Jurgen Ziemer, 3900 NW 79th Avenue, Suite 334, Miami, FL 33166

I hereby accept the appointment as registered agent and agree to act in this capacity.

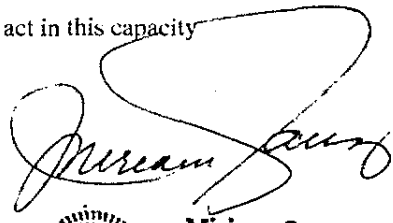
Signature:  Date 6/1/2005
Valerio Rosales

I hereby accept the appointment as President and Treasurer and agree to act in this capacity

Signature:  Date 6/1/2005
Valerio Rosales, President & Treasurer

Signature:  Date 6/1/2005
Jurgen Ziemer, Incorporator




Miriam Sanz
Commission # DD 027841
Expires July 6, 2005
Bonded Thru
Atlantic Bonding Co., Inc.