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ESTRELLA TELECOM, INC.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ESTRELLA TELECOM, INC.**

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

First: The date of filing of the articles of incorporation of ESTRELLA TELECOM, INC. was May 24, 2005.

Second: The following amendments to the articles of incorporation were adopted by the corporation:

ARTICLE II of the articles of incorporation will be deleted and replaced with the following:

ARTICLE II

REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Corporation is:

Dino Lebolo
1221 SW 27th Avenue #302
Miami, Florida 33135

ARTICLE IX of the articles of incorporation will be deleted and replaced with the following:

ARTICLE IX

OFFICERS/DIRECTORS

The Corporation's initial officers and directors shall be the following individuals:

President/Director

Dino Lebolo
1221 SW 27th Avenue #302
Miami, Florida 33135

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Vice-President/Director

Manuel Gomez
1221 SW 27th Avenue #302
Miami, Florida 33135

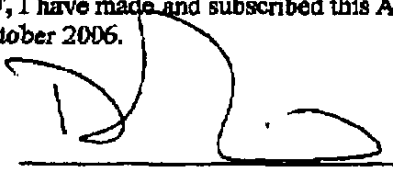
Secretary

Michel Faleni
1221 SW 27th Avenue #302
Miami, Florida 33135

Third: This amendment was adopted on October 10, 2006.

Fourth: This amendment was adopted by the officers and Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I have made and subscribed this Amendment of the Articles of Incorporation this 10th day of October 2006.


Dino Lebolo, Vice-President

I HEREBY CERTIFY that on this day, before me, personally appeared Dino Lebolo who is well known to me to be the person described in, and who executed these Articles of Amendment of the Articles of Incorporation of ESTRELLA TELECOM, INC., a Florida corporation, as Vice-President, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 10th day of October 2006.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:

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Carmen E. Dominguez
My Commission DD173355
Expires December 22, 2006