

PO7000064321

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GSM MOBILE INC.**

Document number of this corporation is: P07000064321

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: Change Articles II, and IV and add Article VII

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is at 2802 NW 72 Avenue, Miami, Florida 33122.

ARTICLE IV

Capital Stock

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is:

1,000 shares of common stock having a par value of \$1.00 per share.

Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

SECOND: Add as Article VII as follows:

ARTICLE VII

Board of Directors and Officers

The corporation shall have not less one (1) Director. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the By-laws of the corporation.

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The names of the directors are:

NAME: FABRIZIO PAREJA 2802 NW 72 Avenue
TITLE: PRESIDENT Miami, Florida 33122

NAME: LUIS A. PAREJA 2802 NW 72 Avenue
TITLE: DIRECTOR-GRAL. MANAGER Miami, Florida 33122

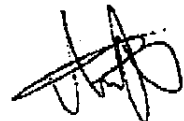
NAME: AMJAD AZAD 2802 NW 72 Avenue
TITLE: DIRECTOR-SECRETARY Miami, Florida 33122

THIRD: 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 as follows: N/A

FOURTH: The date of each amendment's adoption: November 6, 2007

FIFTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 6 th day of November, 2007



AMJAD AZAD
DIRECTOR-SECRETARY

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