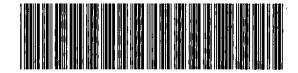
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December 13, 2007

Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

SUBJECT:

-Articles of Amendment-NEXCELL WIRELESS CORP.

Enclosed is an original and one (1) copy of the articles of amendment of a corporation, and a check in the amount of \$35.00 in payment of filing fees.

From:

Alex Perez 5077 NW 7th Street Suite 802

Miami, FL 33126-3469

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF NEYCELL WIDELESS CORP

NEXCELL WIRELESS CORP.

Document No. P07000096571

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida Corporation adopts the following articles of amendment to its articles of incorporation.

ARTICLE I- AMENDMENTS ADOPTED

<u>Amend Article I:</u> To read: Article I- Name and Address: The name of the corporation is Nexcell Wireless Corp. The Principal place of business for this corporation is 5077 NW 7th Street, Suite 802, Miami, FL 33126.

<u>Amend Article VI:</u> To read: Article VI- Officers and Directors: The names and street addresses of the Officers and Directors of this corporation are:

President, CEO and Director: Alex Perez

5077 NW 7th Street, Suite 802

Miami, FL 33126

Executive Vice President.

COO and Director:

Alvaro Perez

5077 NW 7th Street, Suite 802

Miami, FL 33126

Secretary, Treasurer and:

CFO

Vladimir Ivan Perez

5077 NW 7th Street, Suite 802

Miami, FL 33126

Vice President:

Jose Rafael Galindo

5077 NW 7th Street, Suite 802

Miami, FL 33126

ARTICLE II- Date of Adoption of the Amendment

The date of adoption of the amendment is December 13, 2007.

ARTICLE III- Adoption of the Amendment

The amendment is adopted by the shareholders and the number of votes cast for the amendment is sufficient for approval.

Signature Desided