

P93000036618

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000009992 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541 3694

FAX #: (305)541-3770

NAME: BRASIL CELLULAR IMPORT & EXPORT, INC.

AUDIT NUMBER.....H98000009992

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU, **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:08:23

FILED
98 MAY 28 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 28 PM 4:31
DIVISION OF CORPORATIONS

EMPIRE CORPORATE KIT

MAY-28-1998 16:15

Amend

Joe 5/29

H98000009992

(2)
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRASIL CELLULAR IMPORT & EXPORT, INC.

P93000016618

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:
AMENDMENT ADOPTED:

1. THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

EDUARDO BERNARDO DE LIMA
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
34 SOUTH EAST 2ND AVENUE SUITE 402 MIAMI, FL. 33131

SECOND:

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:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: MAY 28TH 1998.

FOURTH:
ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT
REQUIRED.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF
VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH
VOTING GROUPS.

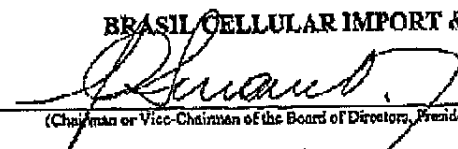
(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR
APPROVAL BY:

(Voting group)

SIGNED THIS 28TH DAY OF MAY, 1998.

BRASIL CELLULAR IMPORT & EXPORT, INC.

BY: 

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: JOSE D. SERRANO
Title: INCORPORATOR / DIRECTOR

H98000009992

PREPARED BY: GUILLERMO UBIETA, JR.,
8045 NORTH WEST 36TH STREET SUITE 525, MIAMI, FL. 33166 (305) 597-4511

FILED
98 MAY 28 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA