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SATURN TELECOMMUNICATION SERVICES INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SATURN TELECOMMUNICATION SERVICES, INC.**

Document Number P94000055120

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED-

ARTICLES II, III, IV, AND V shall be amended to read the following:

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12233 SW 55th Street
Suite 811
Cooper City, Florida 33330

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at anyone time is:

Ninety (90) Shares of Common Stock

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is:

Alan C. Gold, Esquire
Law Offices of Alan C. Gold, P.A.
1501 Sunset Drive
Second Floor
Coral Gables, Florida 33143

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ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Mark G. Amarant
12233 SW 55th Street
Suite 811
Cooper City, Florida 33330

Jonathan Krutchik
12233 SW 55th Street
Suite 811
Cooper City, Florida 33330

End of Amendments

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: The amendments to Articles II, III, IV, and V above were provided and implemented by a Joint Resolution of Stockholders With Meeting.

The date of each amendments' adoption: 1 JAN. 2005

Effective date if applicable: 1 JAN. 2005

Adoption of Amendment: The amendments were approved by the shareholders, officers and directors. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Signed this 18th day of JANUARY, 2005.

Signature


Mark Amarant, Director

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