

P 95000087550

THE LAW OFFICES OF
OTTO N. ESPINO, JR., P.A.
1835 W. Flagler Street, Suite 201
Miami, Florida 33135

Otto N. Espino, Jr., Esq.

Telephone (305) 541-1800
Facsimile (305) 541-1886
Direct Line (305) 649-3700

February 21, 1998

Divisions of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

200002440452--5
-02/25/98--01056--010
*****35.00 *****35.00

Re: Articles of Incorporation Amendment

To who it may concern:

Attached please find the referenced document for TELCAD USA, INC., whose Document Number is P95000087550. Also find a check for \$35.00 made out to the Division of Corporations to pay for the filing of this document. If there are any deficiencies, or if you have any questions, please do not hesitate to contact the undersigned. Thank you for your anticipated cooperation.

Truly yours,



Otto N. Espino, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 25 AM 11:54

Amend.

02-26-98
CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TELCAD USA, INC.

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: Amendments adopted:

Article VIII

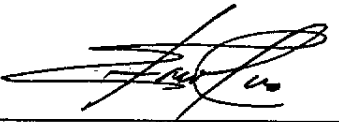
The corporation may have a Board of Directors consisting of one director. The current Board of Directors shall consist of the following individual:

Efren E. Gonzalez 2750 Coral Way, Suite 202, Miami, Florida, 33145

SECOND: The date of the amendment's adoption is February 20th, 1998.

THIRD: Adoption of the amendments was approved by the shareholders. The numbers of votes cast was sufficient for approval.

Signed this 20 day of February, 1998.



President Efren E. Gonzalez

Prepared by: Otto N. Espino, Jr., Esq.
Fla. Bar No. 101079
1835 W. Flagler Street, Suite 201
Miami, FL 33135

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