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TO

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number : 110432003053 Phone : (305)672-0686 Fax Number : (305)672-9110

BASIC AMENDMENT

TWO CONNECT, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective October 8, 2003 by the Corporation's Board of Directors and shareholders pursuant to section 607,1007, Florida Statutes, Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name. If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Two Connect, Inc.

Old Name:

Article II. Address. The Corporation's mailing address is:

Two Connect, Inc. 6915 Red Road

Spite 200

Coral Gables FL 33143

Article III. Registered Agent. The Corporation's registered agent is:

Ralph Espinosa 100 Almeria

Suite 230

Coral Gables FL 33134

Article IV. Officers. The Corporation's officers are:

President

Javier Mariscal

Secretary

Javier Mariscal

Treasurer

Javier Mariscal

Vice President

Javier Mariscal

Corporate Creations International Inc. 941 Fourth Street Miami Beach FL 38139 (305) 672-0686

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Article V. Board of Directors. The Corporation's affairs shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Corporation's Bylaws. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name of each member of the Corporation's Board of Directors is:
Javier Mariscal

Article VI. Capital Stock. The Corporation shall have the authority to issue 2,000 shares of common stock, par value 5.01 per share.

Article VII. Corporate Existence. The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Two Connect, Inc.

By:
by K. Sarria as attorney-in-fact

Name: Javier Mariscal

Title: Director

Date: October 8, 2003

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

CORPORATION:

Two Connect, Inc.

REGISTERED AGENT/OFFICE:

Ralph Espinosa 100 Almeria Suite 230 Coral Gables FL 33134

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

RALDH ESPINOSA by K. Sarrie as attorney-in-fact

Date: 10/7/2003

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