

P960000/8734

Y & A PROFESSIONAL SERVICE, INC.  
12350 S.W 132 CT #207  
MIAMI, FLORIDA 33186

Miami, March 29, 2000

000003193950--7  
-04/03/00--01129--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

Gentlemen:

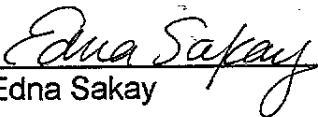
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

MEGATEL INTERNATIONAL, INC.

If you have any questions regarding this matter, please do not hesitate to contact us.

Please send the amendment to the above mentioned address.

Sincerely yours,

  
Edna Sakay

FILED  
00 APR -3 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

T. LEWIS APR 11 2000

FIRST CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
MEGATEL INTERNATIONAL, INC.

FILED  
00 APR -3 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

All the stockholders of MEGATEL INTERNATIONAL, INC. a Florida Corporation under its corporate seal and the hand of its President, HUGO CARTAGENA, hereby certify as follows:

CLAUSE I

That all the Shareholders of MEGATEL INTERNATIONAL, INC. in response to a call and notice of meeting, held on March 29, 2000., at 8180 NW 36 street #316 Miami, Florida 33166 the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles VII and VIII of Articles of Incorporation to read as follow:

ARTICLE VII  
DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that WILLIAM SILVA and ROSA AGUIRRE, located at: 8180 NW 36 Street #321 Miami, Florida and 9816 NW 51 Terrace Miami, Florida 33178 were appointed as Vice-President/Secretary and Treasurer of the Board of Directors. TATIANA RESTREPO resigned from the Board of Directors.

ARTICLE VIII  
SUBSCRIBERS

The new board of directors will read as follows:

Name	Address:	Shares
HUGO CARTAGENA President	9816 NW 51 TERRACE MIAMI, FLORIDA 33166	- 35 % -
WILLIAM SILVA Vice-President/ Secretary	8180 NW 36 STREET #321 MIAMI, FLORIDA 33166	- 45 % -

ROSA AGUIRRE  
Treasurer

9816 NW 51 TERRACE  
MIAMI, FLORIDA 33166

- 20 % -

IN WITNESS WHEREOF. The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do as, and its Corporate seal to be here unto affixed, on this day March 27, 2000 at Miami, Florida.-----

MEGATEL INTERNATIONAL, INC.

Florida Corporation.

  
HUGO CARTAGENA  
President

attested by:

  
WILLIAM SILVA  
Vice-President/ Secretary