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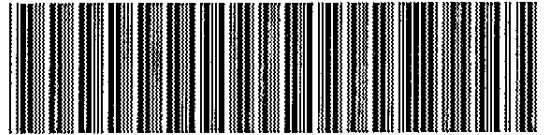
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12/06/02--01038--003 **35.00

RECEIVED
02 DEC -6 AM 10:40
DIVISION OF CORPORATION
FILED
2002 DEC -6 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette DEC 06 2002

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. USA BEEPERS #3, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
USA BEEPERS #3, INC.
(Present name)

FILED
2002 DEC - 6 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 6: CHANGE OF DIRECTORS

(LIVE)	NANCY ESPINOSA 5578 W. FLAGLER ST MIAMI, FL 33134	as	PRES/ /DIRECTOR
(ADD)	NESTOR L. GUILLEN 5578 W. FLAGLER ST MIAMI, FL 33134	as	SEC/TREAS.

SECOND: If an amendment provides for an exchange, reclassification or cancellation or cancellation Issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLE 7:	NANCY ESPINOSA	SHALL HOLD THE 50%	SHARES
	NESTOR L. GUILLEN	SHALL HOLD THE 50%	SHARES

THIRD: The date of each amendment's adoption: 12/04/01

FOUTH: Adoption of Amendment(s) (check one):

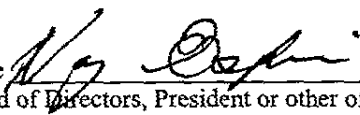
☐ The amendment(s) was/were adopted by the incorporates without shareholder action and shareholder action was not required.

- _____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- _____ The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each group 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 04TH day of DECEMBER 2002.

Signature 
(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholder's)

OR

(By a director if adopted by the directors)

OR

(By an incorporated if adopted by the incorporates)

NANCY ESPINOSA
Typed or printed name

PRESIDENT/INCORPORATOR/DIRECTOR
Title