

P 97000061903

Y & A PROFESSIONAL SERVICE, INC.  
12360 S.W 132 CT #210  
MIAMI, FLORIDA 33186

FILED  
99 DEC 10 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Miami, December 6, 1999

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

600003066426--6  
-12/10/99--01041--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:


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

TELECASH U.S.A., 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,

  
Yolanda Jaramillo

Amend  
12-21-99  
BOS

FIRST CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
TELECASH U.S.A., INC.

**FILED**  
99 DEC 10 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

All the stockholders of TELECASH U.S.A., INC. a Florida Corporation under its corporate seal and the hand of its President, CARLOS A. OSPINA hereby certify as follows:

CLAUSE I

That all the Shareholders of TELECASH U.S.A., INC. in response to a call and notice of meeting, held on December 6, 1999, at 17240 South Tamiami Trail Unit # 6 Fort Mayer, Fl. 33908 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 I, VII and VIII of Articles of Incorporation to read as follow:

ARTICLE VII  
OFFICERS

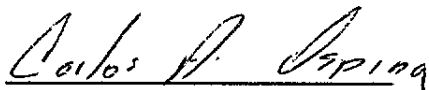
Upon motion duly made, it was unanimously approved that CARLOS A. OSPINA , was appointed as President of the Board of Directors.

The new board of directors will read as follows:

Name	Address:	Shares
CARLOS A. OSPINA President	3500 S.W. 24 TERRACE MIAMI, FL. 33145	-100%-

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 December 06, 1999, at Miami, Florida.-----

TELECASH U.S.A., INC.  
Florida Corporation.

A handwritten signature in cursive script, reading "Carlos A. Ospina", written over a horizontal line.

CARLOS A. OSPINA  
President

**CERTIFIED OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submit the following statement in designating the registered office / registers agent, in the State of Florida.

1.- The name of the corporation is:

**TELECASH U.S.A., INC.**

2.- The name of the address of the registered agent and office is:

**CARLOS A. OSPINA  
17240 SOUTH TAMiami TRAIL UNIT #6  
FORT MYER, FL. 33908**

Signature: Carlos A Ospina  
**CARLOS A. OSPINA**  
President

**FILED**  
99 DEC 10 PM 1:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Carlos A Ospina  
**CARLOS A. OSPINA**  
Registered Agent