

P97000061903

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

Miami, January 24, 2000

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

200003116242--1
-01/31/00--01098--006
*****35.00 *****35.00

Gentlemen:

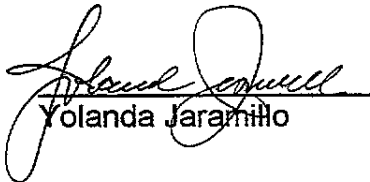
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 23 AM 10:08

Amend
LFT
2-23-2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 2000

Yolanda Jaramillo
% Y & A PROFESSIONAL SERVICE, INC.
12360 SW 132nd Court, #210
Miami, FL 33186

SUBJECT: TELECASH U.S.A., INC.
Ref. Number: P97000061903

We have received your document for TELECASH U.S.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document should state the changes that are being made in Article I. You should list the address for the president in Article VII.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 700A00006710

SECOND CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TELECASH USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 23 AM 10:08

All the stockholders of TELECASH USA, INC. a Florida Corporation under its corporate seal and the hand of its President, LUZ M OSPINA, hereby certify as follows:

CLAUSE I

That all the Shareholders of TELECASH USA, INC. in response to a call and notice of meeting, held on January 24, 2000., at 17240 South Tamiami Trail Unit # 6, Fort Myer, Florida 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 I
REGISTERED AGENT

The name and Address of new Registered Agent, will be: LUZ M. OSPINA, Located at: 17240 South Tamiami Trail Unit # 6, Fort Myer, Fl. 33908,

ARTICLE VII
DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that LUZ M. OSPINA, located at: 27132 Eden Bridge Ct. Bonita Springs, fl. 34135, was appointed President of the Board of Directors.

ARTICLE VIII
SUBSCRIBERS

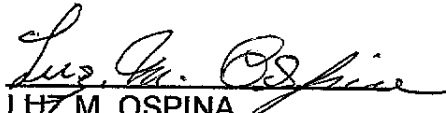
The new board of directors will read as follows:

Name	Address:	Shares
LUZ M. OSPINA President	27132 Eden Bridge Ct. Bonita Spring, Fl. 34135	-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 January 24, 2000 at Miami, Florida.-----

TELECASH U.S.A., INC.

Florida Corporation.



LUZ M. 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:

LUZ M. OSPINA
17240 SOUTH TAMiami TRAIL UNIT #6
FORT MAYER, FL. 33908

Signature:


LUZ M. OSPINA
President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB 23 AM 10:08

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.


LUZ M. OSPINA
Registered Agent