

LODEIRO ASSOCIATES INC.

ACCOUNTANTS AND TAX CONSULTANTS

P97000069120

MEMBER

NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS
NATIONAL ASSOCIATION OF ACCOUNTANTS
NATIONAL ASSOCIATION OF CUBAN
ACCOUNTANTS IN EXILE
NATIONAL SOCIETY OF TAX
PROFESSIONALS

SUNSET CENTER OFFICE PARK
10300 SUNSET DRIVE, SUITE 360
MIAMI, FL 33173
(305) 279-9320

March, 18, 1999

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

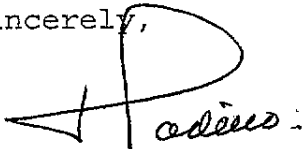
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*****35.00 *****35.00

Gentlemen:

We are enclosing the Certificate of Amendment of Certificate of Corporation of Teletec, Inc., together with check for \$35.00 to cover filing fees.

Please send acknowledgement to our attention.

Sincerely,



Jose Lodeiro, MBA
Senior Accountant

FILED
99 MAR 22 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
TUE MAR 24 1999

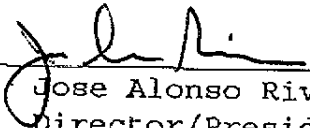
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
TELETEC, INC

FILED
99 MAR 22 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, Directors of Teletec, Inc., organized under the Laws of the State of Florida, hereby certifies that:

1. The name of the Corporation is Teletec, Inc.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on August 11, 1997, Document number P97000069120
3. That Articles of Incorporation of this Corporation shall be and are amended to read as follows:
 - A. To accept the resignation of Louis Ruiz, as Director, President and Secretary of this corporation.
 - B. To accept Jose Alonso Rivero as corporation's President, Director and Secretary of this corporation.
 - C. To ratify Jorge Zerpa as corporations's Vice-President Treasurer and Director, and Registered Agent.
 - D. That the above Amendments were adopted and approved unanimously by the Director and Shareholders of this Corporation at a joint meeting of the Directors and Stockholders which was sufficient for approval, held on March 15th, 1999

IN WITNESS WHEREOF, We have signed this Certificate the 15th day of March, 1999 at Miami, Dade County, Florida.

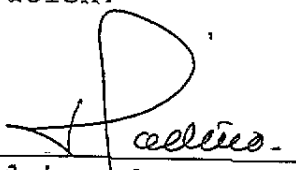

Jose Alonso Rivero

Director/President/Secretary


Jorge Zerpa

Director/Vice-President

I HEREBY CERTIFY that in Dade County, Florida, on this 15th day of March, 1999, personally appeared Jose Alonso Rivero and Jorge Zerpa, well known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledge before me that she subscribed to said amendment of the aforesaid Certificate of Incorporation.


J. Lodeiro, Notary Public
State of Florida at Large

