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(Address)  MIAMI, FLÔRIĐÂ (305)552-5973  (City, State, Zip) (Phone #)	_					W
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ARTICLES OF AMENDMENT

## TO ARTICLES OF INCORPORATION



ARENAL CELLULAR CORP.



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

(present name)

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

ARTICLE V-OFFICERS/DIRECTORS
THE NAME AND ADDRESS OF THE OFFICERS AND DIRECTORS WILL BE:

EDUARDO GUTIERREZ (P)
PEDRO ARIZALETA (VP)
KARIN CHAKOUR (D)

ADDRESS: 7200 N.W. 31 ST. MIAMI, FL 33122

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

'III	IRD:	The date of each amendment's adoption: 3-2-3-98
FO	urtu:	Adoption of Amendment(s) (check one)
	The ar	nendment(s) was/were approved by the shareholders. The number of votes the amendment(s) was/were sufficient for approval.
Ų	The an	nendment(s) was/were approved by the shareholders through voting groups.
		The following statement must be separately provided for each voting 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)
		nendment(s) was/were adopted by the board of directors without older action and shareholder action was not required.
	The am action a	endment(s) was/were adopted by the incorporators without shareholder and sharcholder action was not required.
	Signe	ed this 26 day of MARCH , 19 98 .
		Signature &
		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)  OR
		(By a director if adopted by the directors) OR
		(By an incorporator if adopted by the incorporators)
•		EDUARDO GUTIERREZ
		Typed or printed name
		- President
		Title