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Florida Department of State

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EMPIRE CORPORATE KIT COMPANY Account Name

Account Number : 072450003255 Phone

(305) 541-3694

Fax Number

: (305) 541-3770

BASIC AMENDMENT

YUPI INTERNET INC.



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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 24, 1999

YUPI INTERNET INC. 10211 W SAMPLE RD STE 114 CORAL SPGS, FL 33065US

SUBJECT: YUPI INTERNET INC.

REF: P97000090280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H99000004463 Letter Number: 899A00008548 H99000004463

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

YUPI INTERNET INC.

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

First:

Article VII is hereby repealed and replaced as follows:

Article VII

The corporation shall have at least four Directors and no more than 10. The

Board of

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Directors shall be:

Camilo Cruz, 10386 NW 62nd Drive, Parkland, FL 33076 Carlos Cardona, 584 NW 135th Terrace, Plantation, FL 33025 Oscar Coen, 1688 West Avenue, PH-I, Miami Beach, FL 33139 Ariel Bentata, 3255 NE 184th Street, Apt. 12403, Aventura, FL 33160

Second: All of the Amendments were approved by a majority of the shareholders on February 15, 1999. The number of votes cast for the Amendment was sufficient for approval.

IN WITNESS WHEREOF, the majority shareholders have 3et their hands and seal, and caused these Articles of Amendment to be executed this 15th day of February 1999.

Camilo Cruz Fresident, Director

Carla A Cardama

Carlos Cardona, Vice President, Director

STATE OF FLORIDA

) SS.

COUNTY OF MIAMI-DADE

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Y OF STATE
SEE, FLORID

Document prepared by: Leonardo F. Brito, Esq. 1001 Brickell Bay Drive Suite 3000 Miami, Florida 33131 Florida Bar No. 0615730 (305) 373-5411

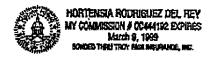
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The foregoing instrument was sworn to and acknowledged before me this 15th day of February, 1999 by Camilo Cruz and Carlos Cardona as majority shareholders of Yupi Internet, Inc., a Florida corporation, on behalf of the corporation, known to me to be the person(s) described herein and who executed the foregoing Amendment for the purposes therein stated, and who are personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

98-1019\Articles of Amendment 1-15



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