

P97000092345

TRANSMITTAL LETTER

NOVEMBER 01ST 1999

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL. 32314**

100003036431--8
-11/05/99--01063--008
*****35.00 *****35.00

**SUBJECT: BRASIL TELECOMM SERVICES, CO.
CORPORATE DIRECTOR CHANGE AMENDMENT**

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE AMMENDMENT TO
THE ARTICLES OF INCORPORATION AND A CHECK FOR: **\$35.00 FILING FEE
& CERTIFICATE.**

**FROM: BRASIL TELECOMM SERVICES, CO.
8201 NORTH WEST 66TH STREET
SUITE 3
MIAMI, FLORIDA 33166**

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 NOV -5 AM 10:09

FILED

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

*Amend
11-17-99
PMS*

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRASIL TELECOMM SERVICES, CO.
P97000092345**

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:
AMENDMENT ADOPTED:**

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

ALUISIO ERNANI BARBOSA
PRESIDENT, SECRETARY & DIRECTOR

ADILSON NOGUEIRA
VICE-PRESIDENT, TREASURER & DIRECTOR

JOAO GOMES PAULA DOMINGUES AMARAL
VICE-PRESIDENT & DIRECTOR

LUIS JOSE LOPES RAMALHO
VICE-PRESIDENT & DIRECTOR

PEDRO GOMES PAULA DOMINGUES AMARAL
VICE-PRESIDENT & DIRECTOR

PRISCILA SCABELL HOHN BUCKSKY
VICE-PRESIDENT & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
8249 NORTH WEST 36TH STREET
SUITE 214
MIAMI, FLORIDA 33166

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 FOLLOW:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF:
BRASIL TELECOMM SERVICES, CO.
PREPARED BY: GUILLERMO UBIETA, JR.
8201 NORTH WEST 66TH STREET SUITE 3 MIAMI, FL. 33166 (305) 597-4511

CLERK OF STATE
TALLAHASSEE, FLORIDA

99 NOV -5 AM 10:09

FILED



**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRASIL TELECOMM SERVICES, CO.**

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: **NOVEMBER 1ST 1999**

FOURTH:

ADOPTIONS OF AMENDMENTS:

 X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

 THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 1ST DAY OF **NOVEMBER, 1999**

BRASIL TELECOMM SERVICES, CO.

BY: 

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: **ALUISION ERNANI BARBOSA**
Title: **INCORPORATOR \ DIRECTOR**

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