Return to: CSC 1201 Hays Street Talla<u>ha</u>ssee, FL 3?^0 ACCOUNT NO. 072100000032 REFERENCE : -873905 119520A AUTHORIZATION ORDER DATE: June 29, 1998 ORDER TIME : _ 3:27 PM ORDER NO. : 873905-005 CUSTOMER NO: 119520A CUSTOMER: Ms. Ivon Gallo L & I Gallo Accounting 1200 Danbury Avenue 800002575658--8 Davie, FL 33325 DOMESTIC AMENDMENT FILING NAME: CONATEL COMMUNICATIONS, INC. EFFICTIVE DATE: ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CONTACT PERSON: Jeanine Reynolds

CERTIFICATE OF GOOD STANDING.

_ CERTIFIED COPY _ PLAIN STAMPED COPY

EXAMINER'S INITIALS:

954- 424-7238

FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 30, 1998

CSC JEANINE TALLAHASSEE, FL

SUBJECT: CONATEL COMMUNICATIONS, INC.

Ref. Number: P98000007431

We have received your document for CONATEL COMMUNICATIONS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The amendment must be signed by a director if it was adopted by the directors without shareholder action. Changed to incorporator — incorporator

The records of this office show the only current director to be Humberto Yudex, it is not clear if you wish to remove Mr. Yudex as a director. The effect of the document you have submitted would be to add David Name as President, and Humberto Yudex would remain a director — is this what you are trying to do?

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

If you have any questions concerning the filing of your document, please calb (850) 487-6957.

Joy Moon-French Corporate Specialist

Letter Number: 798A00035510

*Must be signed by an incorporator if adopted by the incorporators.

RESUBINITION OF THE PROPERTY OF THE EXPENSION WAS Signed was not an incorporator

FILED

ARTICLES OF AMENDMENT 98 JUN 29 PM 4: 23 TO ARTICLES OF INCORPORATION, SECRETARY OF STATE OF

CONATEL COMMUNICATIONS, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006., FLORIDA STATUES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

| | · |
|---------|---|
| FIRST: | AMENDMENT (S) ADOPTED, |
| | CHANGE ARTICLE VI: TO ADD DAVID NAME AS PRESIDENT AND CHANGE HUMBERTO YUDEZ TO VICE PRESIDENT FROM PRESIDENT. |
| SECOND: | IF AN AMENDMENTS 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: |
| THIRD: | THE DATE OF EACH AMENDMENT'S ADOPTION 06/23/98 |
| FOURTH: | ADOPTION OF AMENDMENT(S) (CHECKONE) |
| · | THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATES WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED. |
| X . | THE AMENDMENT(S) WAS/WERE ADOPTED BY THE 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 APPROVAL. |

THE NUMBER OF VOTES CAST FOR AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY HUMBERTO YUDEZ (VOTING GROUP), PRESIDENT

SIGNED THIS 23 DAY OF JUNE, 1998

PRESIDENT /Director___

HUMBERTO YUDEX
PRESIDENT

CONATEL COMMUNICATIONS, INC. 8405 NW. 53 STREET MIAMI, FL 33166

ACCEPTING THE OFFICES OF,

PRESIDENT, DAVID NAME

VICE PRESIDENT, HUMBERTO YUDEX