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DIVISION OF CORPORATIONS
1 MAR -4 PM 3:58

Amendment

3/10/04

DC

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DIVISION OF CORPORATIONS
2004 MAR -4 PM 3:58

UNIVERSAL PHONE CARD, CORP.

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

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

Article IX shall be amended to read that Directors are JOHN DUQUE, as President, FRANKLIN DE LOS SANTOS, as Vice-President, JULIAN HERNANDEZ, as Secretary and JULIAN SANCHEZ, as Treasurer and JOSE O. PORTILLO, director.

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:

THIRD: The date of each amendment's adoption:

February 24 2004.

FOURTH: Adoption of Amendment(s) (check one)

XX The amendment(s) was/were approved by the shareholders. The number of votes casted for the amendment(s) was/were sufficient for approval.

_____ The amendment(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

_____ 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 adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of February, 2004.

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John F. Duque
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)

JOHN DUQUE
Typed or printed name

President
Title

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 to 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is: **UNIVERSAL PHONE CARD, CORP.**
2. The name and address of the registered agent and office is:

JOHN DUQUE
1387 N.W. 165TH Avenue
Pembroke Pines, FL 33028

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

John F. Duque
Signature
2-24-04
Date