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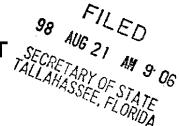
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ARTICLES OF AMENDMENT





ARTICLES OF INCORPORATION

OF

SERVI-PHONE USA, 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 5 of the Articles of Incorporation provides:

President:

Mikhail Raskin

Secretary:

Mikhail Raskin

Treasurer:

Mikhail Raskin

SECOND:

Article 5 shall be amended to state:

President:

Jose M. Garcia

Secretary:

Mikhail Raskin

Treasurer:

Mikhail Raskin

whose addresses shall be the same as the principal address of the Corporation.

THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Mikhail Raskin

FOURTH: The Director(s) of the Corporation shall be changed to:

Jose M. Garcia Mikhail Raskin

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 30 July 1998.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 30 July 1998.

Jose M. Garcia, Chairman of the Board of Directors

ARTAMEND, PRES

