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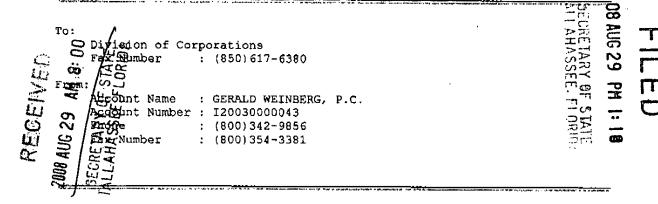
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MERGER OR SHARE EXCHANGE

TELEFONICA INTERNACIONAL USA, INC.

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the sui	rviving corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
TELEFONICA 1 INTERNACIONAL USA, INC.	NEW YORK	
Second: The name and jurisdiction of each	n merging corporation;	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
TELEFONICA INTERNACIONAL USA, INC.	FLORIDA	P98000070877 3 5 08 AUG
		29 PH
		I AIF
Third: The Plan of Merger is attached. Fourth: The merger shall become effective Department of State.	e on the date the Articles of Mer	ger are filed with the Florida
OR / / (Enter a specification of than 90 days a	ic date. NOTE: An effective date canno after merger file date.)	ot be prior to the date of filing or more
Fifth: Adoption of Merger by surviving of The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boa JULY 29, 2008 and shareholde	ard of directors of the surviving or r approval was not required.	orporation on
Sixth: Adoption of Merger by merging co The Plan of Merger was adopted by the sha		
The Plan of Merger was adopted by the boa JULY 29, 2008 and shareholde	ard of directors of the merging co r approval was not required.	rporation(s) on

(Attach additional sheets if necessary)

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Seventh:	SIGNATURES	FOR EACH	CORPORATION
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Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
TELEFONICA 1 INTERNACIONAL USA, INC.	Labil	LUIS ABRIL, PRESIDENT

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving of	corporation:
Name	Jurisdiction
TELEFONICA 1 INTERNACIONAL USA, INC.	NEW YORK
Second: The name and jurisdiction of each mergin	g corporation:
Name	Jurisdiction
TELEFONICA INTERNACIONAL USA, INC.	FLORIDA
,	
Third: The terms and conditions of the merger are	as follows:
Per the Agreement of Merger.	

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Per the Agreement of Merger, specifically Paragraph 10 thereof.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

<u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: