

MICHAEL R. MILLER
ATTORNEY AND COUNSELLOR AT LAW
17071 WEST DIXIE HIGHWAY
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MICHAEL R. MILLER
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P99000076032

10 November 1999

Secretary of State
State of Florida
Division of Corporations - Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

100003044171--0
-11/15/99--01096--018
*****87.50 *****87.50

Re: Articles of Amendment - Ciudadesnet, Inc.

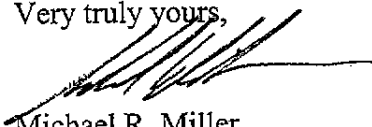
Gentlemen:

Enclosed please find Articles of Amendment to the above named corporation. Please file the original, certify the copy and return the copy to the undersigned.

Enclosed is a check in the amount of \$87.50 to cover the cost of filing and certification.

Thanking you for this and previous courtesies of your office, I am,

Very truly yours,


Michael R. Miller
Senior Counsel

MRM:lg

Enclosures

FILED
99 DEC -1 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

all 12/16
amend



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 23, 1999

MICHAEL R. MILLER
ATTORNEY AND COUNSELLOR AT LAW
17071 WEST DIXIE HWY.
NORTH MIAMI BEACH, FL 33160

SUBJECT: CIUDADESNET, INC.
Ref. Number: P99000076032

We have received your document for CIUDADESNET, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 999A00055950

RECEIVED
99 DEC - 1 PM 3:18
DIVISION OF CORPORATIONS

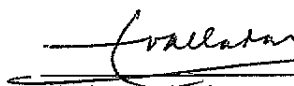
**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CIUDADESNET, INC.**

PURSUANT TO the Provisions of Section 607, Florida Statutes, the undersigned corporation, CIUDADESNET, INC., adopts the following Articles of Amendment to its Articles of Incorporation, filed on 20 August 1999, under number P99000076032:

1. The current name of the Corporation is CIUDADESNET, INC.
2. The Corporation has adopted an amendment to change its Articles of Incorporation as attached hereto and made a part hereof as Exhibit "A".
3. The amendment was adopted by the Board of Directors on the 10 day of November 1999.
4. The amendment was adopted by the Shareholders of the Corporation on the 10 day of November 1999.

DATED: 10 NOVEMBER 1999

CIUDADESNET, INC.


Carlos Valladares
Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

FILED
99 DEC - 1 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this 29 day of November, 1999, before me personally appeared Carlos Valladares who has produced his Florida Driver's License as identification and who did take an oath that he freely and voluntarily executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my official hand and seal at Miami, Dade County, Florida this 29 day of November, 1999.


NOTARY PUBLIC

My Commission Expires:



Kim M. Riedy
MY COMMISSION # CC677371 EXPIRES
December 19, 2001
BONDED THRU TROY FAIN INSURANCE

ARTICLES OF INCORPORATION

CIUDADESNET, INC.

ARTICLE I - NAME

The name of this Corporation is CIUDADESNET, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is formed for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue One Million (1,000,000) Shares of Capital Stock with a par value of One (\$1.00) Dollars each share, such shares to be designated as "Common Shares.

ARTICLE V - REGISTERED AGENT AND OFFICE

The street address of the registered office of this Corporation is 17071 W. Dixie Highway, North Miami Beach, FL 33160, and the name of the registered agent at that address is Carlos Valladares.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have at least one but not more than ten (10) directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one director nor more than ten. The name and address of the Board of Directors of the Corporation is:

Carlos Valladares
17071 W. Dixie Highway
North Miami Beach, FL 33160

Jon Williams
17071 W. Dixie Highway
North Miami Beach, FL 33160

Michael R. Miller, Esq.
17071 W. Dixie Highway
North Miami Beach, FL 33160

Exhibit "A"

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator signing these Articles is: Carlos Valladares, 17071 W. Dixie Highway, North Miami Beach, FL 33160.

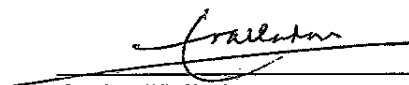
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of November, 1999.



Carlos Valladares
Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY
BE SERVED

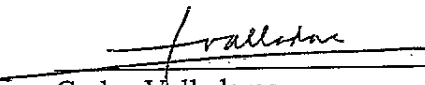
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That CIUDADESNET, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 17071 W. Dixie Highway, North Miami Beach, FL 33160 has named CARLOS VALLADARES, located at 17071 W. Dixie Highway, North Miami Beach, Florida 33160, as its agent to accept service of process within Florida.

Dated: Nov. 29, 1995



Carlos Valladares
INCORPORATOR



Carlos Valladares
Chairman

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to this proper performance of my duties.



Carlos Valladares
Registered Agent