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BASIC AMENDMENT

ATC WIRELESS SERVICES, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

SECRETARY OF STATE NIVISION OF CORPORATION 2001 JUN 14 AM 10: 31

ATC WIRELESS SERVICES, INC.

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: The following articles are being amended:

Article VI: The new Registered Agent address is: 6135 N.W. 167th Street E-27
Miami, Florida 33015

Article VII: The new address for Board of Directors and officers are:

Grace De la Torre

6135 N.W. 167th Street -27

President, Secretary, Treasury

Miami, Fl 33015

Rodolfo De la Torre

6135 N. W. 167th Street :- 27

Vice-President, Secretary/Director

Miami, Fl 33015

SECOND: The date of each amendment's adoption is June 13, 2001.

THIRD:

The amendments were approved by the shareholders. The number of vc :s

Cast for the amendments were sufficient for approval.

Signed this 13th day of June, 2001

Signature

Grace De la Torre - President