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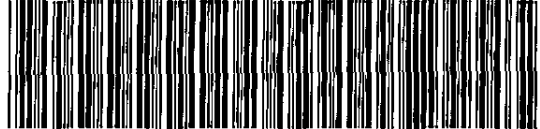
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
CORPORATION

dis.



FEB 14 2005

Sunstate Research

Requester's Name

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City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Worcom of Florida, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☒ Change of Registered Agent
☒ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

**ARTICLES OF DISSOLUTION
OF
WORCOM OF FLORIDA, INC.**

1. The name of this corporation is WORCOM OF FLORIDA, INC.
2. WORCOM OF FLORIDA, INC. elected to dissolve pursuant to the Unanimous Written Consent of its Shareholder and Board of Directors, which Written Consent was effective as of December 31, 2004. A copy of such Written Consent is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution on this 10th day of FEBRUARY, 2005.

WORCOM OF FLORIDA, INC.

By: _____



Antonio E. Nunez, President

(Corporate Seal)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNANIMOUS WRITTEN CONSENT
OF THE
SHAREHOLDER AND BOARD OF DIRECTORS
OF
WORCOM OF FLORIDA, INC.**

The undersigned, being the sole Shareholder and all of the members of the Board of Directors, respectively, of WORCOM OF FLORIDA, INC., a Florida corporation (hereinafter the "Corporation"), do hereby consent to the adoption and approval of the following resolutions:

Adoption of Plan of Complete Liquidation and Dissolution

WHEREAS, the Board of Directors of this Corporation deems it advisable and in the best interest of the Corporation and its Shareholder that the Corporation be completely liquidated and dissolved; and

WHEREAS, the Board of Directors finds that it is advisable to adopt a plan of complete liquidation in accordance with the requirements of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Shareholder of this Corporation deems it advisable and in its best interest that the Corporation be completely liquidated and dissolved in accordance with the Plan of Complete Liquidation presented to it by the Board of Directors of this Corporation, it is

RESOLVED, that the Corporation be completely liquidated in accordance with the provisions of the Internal Revenue Code of 1986, as amended, and pursuant to the following Plan of Complete Liquidation:

1. The officers of the Corporation are authorized and directed to proceed promptly to wind up the Corporation's affairs by collecting all of its assets and paying or providing for the payment of all of its liabilities.

2. As soon as practicable, the officers of the Corporation shall wind up the affairs of the Corporation; pay or provide for the payment of its liabilities; establish a reserve in a reasonable amount to meet any known liabilities and liquidating expenses, if they deem such a reserve to be desirable, and distribute to the sole Shareholder in cancellation of its shares, any remaining assets of the Corporation subject to any remaining unpaid liabilities.

3. If a reserve is established to meet claims against the Corporation, the officers of the Corporation shall arrange for the distribution of any unused balance of such reserve to the Shareholder as soon as practicable.

4. The officers of the Corporation are authorized and directed to file, or to have the authorized representative of the Corporation file Form 966 with the Internal Revenue Service together with a certified copy of this Resolution, within 30 days after the date hereof.

5. The officers of the Corporation are authorized and directed to file such other forms and documents required by the State of Florida, including, but not limited to, Articles of Dissolution, and by the federal government, including tax returns, as soon as possible after distribution of all of the Corporation's assets.

FURTHER RESOLVED, that the officers of the Corporation, be, and they hereby are, authorized and directed to execute whatever instruments and documents, and take whatever additional actions they deem necessary or appropriate to carry out the intent and accomplish the purposes of the foregoing Resolution.

Other Actions

RESOLVED, that any other actions taken by the Board of Directors and officers of this Corporation since the execution of the last written action of its Shareholder and Board of Directors be, and they hereby are, ratified, confirmed and approved.

Waiver of Other Requirements


RESOLVED, that the preparation of annual financial statements for the Corporation, within any specific period of time and any similar requirement, for this year and all prior years be, and it hereby is, waived.

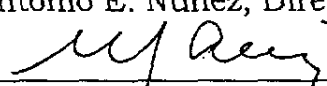
Effective Date: December 31, 2004

COMUNICACIONES MUNDIALES, S.A.,
Shareholder

By: 

Antonio L. Nunez, President


Antonio E. Nunez, Director


Maria A. Nunez de Vidal, Director