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LAW OFFICES OF DIANE M. TRAINOR

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May 8, 2001

SECRETARY OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

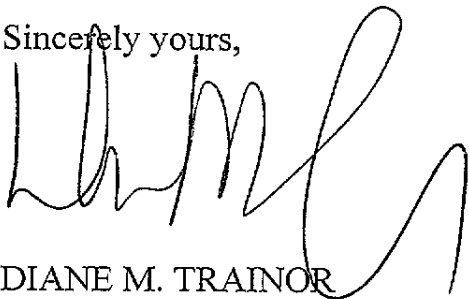
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Re: Onyx Telcom, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation,
changing the director and officers of the corporation.

Sincerely yours,



DIANE M. TRAINOR

FILED
01 MAY -9 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
MAY 17 2001

**AMENDMENT TO ARTICLES
OF INCORPORATION FOR
ONYX TELCOM, INC.**

FILED
01 MAY -9 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being to incorporator of ONYX TELCOM, INC., a Florida corporation, do hereby manifest my intention that ARTICLE VI of the Articles of Incorporation of ONYX TELCOM, INC., filed November 27, 2000, be hereby amended so that ARTICLE VI of the Articles of Incorporation shall now read and provide as follows:

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the director of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have up to three directors. The name and address of the Directors are:

RICARDO MARTINEZ, 7349 N.W. 34th Street, Miami, Fl. 33122

EDUARDO PENA, 7349 N.W. 34th Street, Miami, Fl. 33122

And that a new Article VIII, identifying the Corporation's officers, which shall read as follows:

ARTICLE VIII - OFFICERS

The officers of the Corporation shall be as follows:

President: Eduardo Pena, 7349 N.W. 34th Street, Miami, Fl. 33122

Vice President: Miriam Montes, 7349 N.W. 34th Street, Miami, Fl. 33122

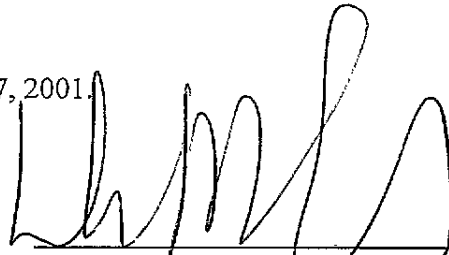
Secretary: Eduardo Pena, 7349 N.W. 34th Street, Miami, Fl. 33122

Treasurer: Eduardo Pena, 7349 N.W. 34th Street, Miami, Fl. 33122

The foregoing amendments shall become effective as of May 1, 2001.

The amendments were approved and adopted by the Incorporator without shareholder action and shareholder action was not required.

This Amendment was adopted as of May 7, 2001.



DIANE M. TRAINOR, Incorporator