

02-29-2000

FR SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101279153

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To the Honorable Commissioner

Trademarks: Please record the attached original documents or copy thereof.

MPLD 2-4-2000

1. Name of conveying party(ies): 2000 FEB -4 AM 9: 11

OPR/FINANCE
Let's Talk Cellular of America, Inc.

- Individual(s)
- General Partnership
- Corporation-State Florida
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: June 14, 1997

2. Name and address of receiving party(ies):

Name: Let's Talk Cellular & Wireless, Inc.

Internal Address: _____

Street Address: 800 Brickell Avenue, #400

City: Miami State: FL ZIP: 33131

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Florida
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

U.S. Reg. No. 2,048,776

U.S. Reg. No. 1,816,162

U.S. Reg. No. 1,821,719

U.S. Reg. No. 1,931,056

Additional numbers attached? Yes No U.S. Reg. No. 2,096,486

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Richard S. Ross, Esq.

Internal Address: _____

Street Address: 4801 S. University Drive

Suite 3070

City: Davie State: FL ZIP: 33328

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41):..... \$ 140.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

02/28/2000 DNGUYEN 00000128 2048776

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
100.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Richard S. Ross

Name of Person Signing

Signature

2/1/00

Date

Total number of pages comprising cover sheet: 1

Fax Audit No.: H97000010114

**ARTICLES OF AMENDMENT
TO
THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LET'S TALK CELLULAR OF AMERICA, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: Article I is hereby amended in its entirety as follows:

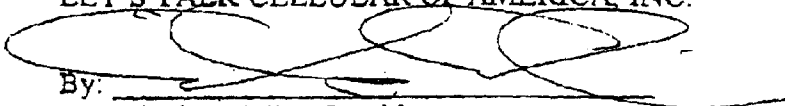
Article I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is LET'S TALK CELLULAR & WIRELESS, INC., and its principal place of business shall be located at 5200 NW 77th Court, Miami, FL 33166.

SECOND: The date of the amendment's adoption is June 14, 1997.

THIRD: Adoption of the Amendment. The amendment was approved by the Board of Directors and shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, Let's Talk Cellular of America, Inc. has caused this Amendment to be executed by its President on this 14th day of June, 1997.

~~LET'S TALK CELLULAR OF AMERICA, INC.~~

By: _____
Nicolas Molina, President

This document was prepared by:
Lazarus Rothstein, Esq., 11077 Biscayne Blvd., PH, Miami, FL 33161
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