

APR 20 2007

04-25-2007



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U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 10264.0002
Attorney Customer Number: 22,852

To the Director of the U.S. Patent and Trademark Office

Documents or copy thereof.

1. Name of conveying party(ies):

PIRELLI TELECOMUNICAÇÕES CABOS E SISTEMAS DO BRASIL S.A.

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

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

Name: PRYSMIAN TELECOMUNICAÇÕES CABOS E SISTEMAS DO BRASIL S.A.

Internal Address:

Street Address: Avenida Pirelli, 1100, Block A, Suite 1,
Sorocaba, São Paulo, SP, Brazil

City:

State:

Zip Code:

3. Nature of conveyance/Execution Date(s):

Execution Dates: September 30, 2005

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other

Additional name(s) & Address(es) attached?

☐ Yes

☒ No

4. Application number or patent number:

☐ This document is being filed together with a new application.

A. Patent Application Number: 10/507,744

B. Patent Number(s):

Additional numbers attached?

☐ Yes

☒ No

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

Name: Mr. Ernest F. Chapman

Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT
& DUNNER, L.L.P.

Street Address: 901 New York Avenue, NW

City: Washington, D.C.

State: Zip: 20001-4413

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed (Please charge deficiency to deposit account)
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account No.: 06-0916

Authorized User Name _____

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.

Ernest F. Chapman
Reg. No. 25,961

Signature

April 20, 2007
Date

Total number of pages including cover sheet, attachments and documents: 48

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, PO box 1450, Alexandria, VA 22313-1450

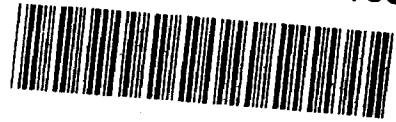
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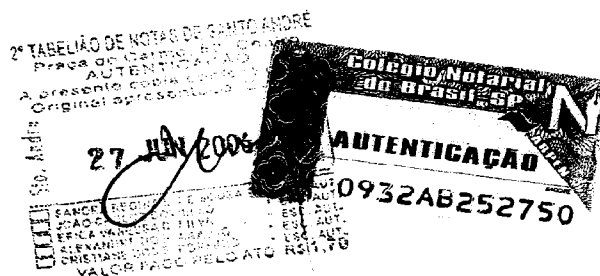
PIRELLI TELECOMUNICAÇÕES CABOS E SISTEMAS DO BRASIL S.A.
CNPJ/MF nº 04.408.972/0001-70
NIRE 35 3 0018521 8

Ata da Assembléia Geral Extraordinária, realizada em 30 de setembro de 2005, lavrada em forma de sumário (Lei nº 6.404/76, artigo 130, parágrafo 1º).

1. **Data, hora e local da Assembléia:** Em primeira convocação, aos 30 dias do mês de setembro de 2005, às 09:30 horas, na Avenida Pirelli, nº 1100, bloco A, sala 1, em Sorocaba, Estado de São Paulo.
2. **Acionistas e demais presentes:** Acionistas representando mais de dois terços do Capital Social com direito de voto e Administrador da Companhia.
3. **Mesa:**
Presidente: Rubens Antonio Filippetti Vieira
Secretária: Romilda Catapano Cocchi
4. **Edital de Convocação:** Publicado nos jornais "Diário Oficial do Estado de São Paulo" e "Cruzeiro do Sul" nos dias 22, 23 e 24 de setembro de 2005.
5. **Deliberações:** Tomadas por unanimidade dos acionistas presentes com direito de voto, abstendo-se os legalmente impedidos. Foi deliberado:
 - 5.1. Alterar a denominação social da Sociedade para Prysmian Telecomunicações Cabos e Sistemas do Brasil S.A., razão pela qual o artigo 1º do Estatuto Social passa a vigorar com a seguinte redação:

"Artigo 1º - A Prysmian Telecomunicações Cabos e Sistemas do Brasil S.A., é uma sociedade por ações de capital fechado, regida pelo presente Estatuto Social, pela Lei nº 6.404 de 15 de dezembro de 1976 e pela legislação aplicável".

- 5.2. Autorizar a consolidação do Estatuto Social a ser arquivado na Junta Comercial do Estado de São Paulo, juntamente com a presente ata como anexo I.



PATENT

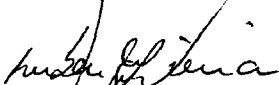
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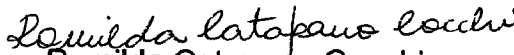
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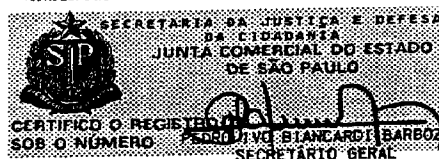
6. **Encerramento:** Nada mais sendo tratado, lavrou-se a Ata a que se refere esta Assembléia Geral Extraordinária, que foi aprovada pela unanimidade dos acionistas presentes à reunião: **Acionistas:** Pirelli Cavi e Sistemi Telecom S.p.A, por Rubens Antonio Filippetti Vieira; Rubens Antonio Filippetti Vieira e Romilda Catapano Cocchi. Mesa: Rubens Antonio Filippetti Vieira – Presidente da Mesa;– Romilda Catapano Cocchi - Secretária da Mesa.

A presente é cópia fiel da original lavrada no livro próprio.

Sorocaba, 30 de setembro de 2005.


Rubens Antonio Filippetti Vieira
Presidente da Mesa

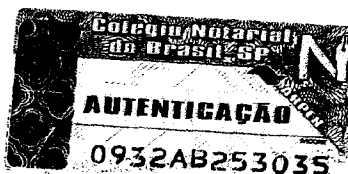

Romilda Catapano Cocchi
Secretária da Mesa

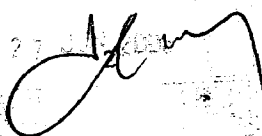


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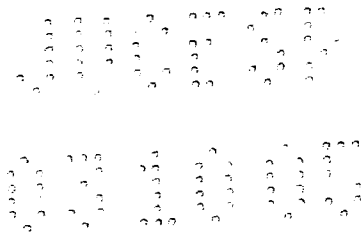


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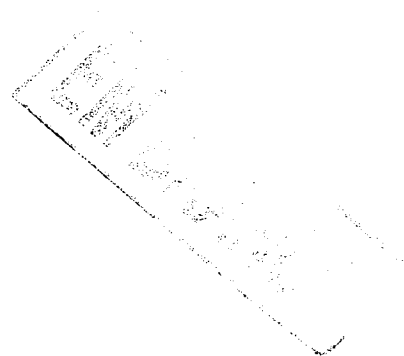


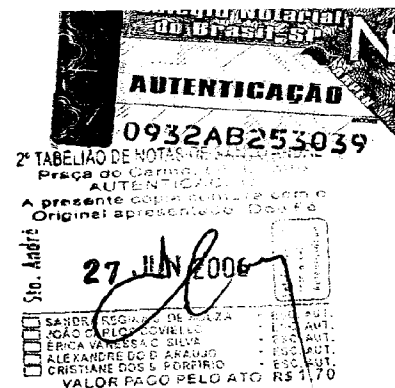


EMBRANCO



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CAPÍTULO SEGUNDO

Capital Social

Artigo 5º - O capital social, é de R\$ 81.288.045,80 (oitenta e um milhões, duzentos e oitenta e oito mil, quatrocenta e cinco reais e oitenta centavos), dividido em duas espécies de ações, sendo a primeira formada por 51.496.682 (cinquenta e um milhões, quatrocentas e noventa e seis mil, seiscentas e oitenta e duas) ações ordinárias nominativas, e a segunda constituída por 102.959.858 (cento e dois milhões, novecentas e cinquenta e nove mil, oitocentas e cinquenta e oito) ações preferenciais nominativas sem direito a voto, todas sem valor nominal.

Parágrafo único - Os acionistas que não integralizarem, dentro do prazo estabelecido, o valor das ações subscritas, ficarão, de pleno direito, constituídos em mora, devendo pagar à Sociedade os juros legais, correção monetária e multa, esta na medida de 5% (cinco por cento) da importância não integralizada. Enquanto estiverem em mora, ficará suspenso o seu direito de voto.

Artigo 6º - Às ações preferenciais são atribuídos todos os direitos que a lei confere às ações ordinárias, exceto o direito de voto.

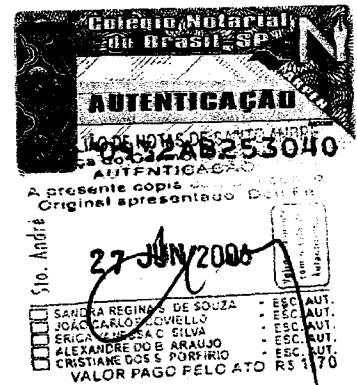
Parágrafo 1º - As ações preferenciais terão prioridade no recebimento de dividendo mínimo, não cumulativo, em montante nunca inferior a 5% (cinco por cento) ao ano da parcela do capital social correspondente a essas ações, observado o disposto no parágrafo primeiro do Artigo 19º deste Estatuto.

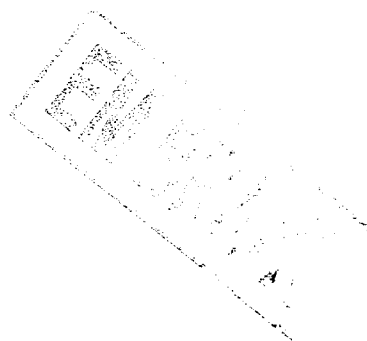
Parágrafo 2º - As ações preferenciais adquirirão o direito de voto se, por 3 (três) anos consecutivos, deixarem de ser pagos os respectivos dividendos.

Artigo 7º - As ações preferenciais participarão, em igualdade de condições com as ações ordinárias, dos aumentos de capital resultantes de incorporação da capitalização de reservas e lucros.

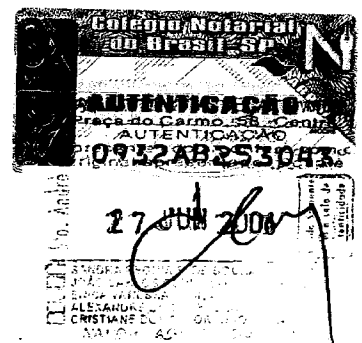
Parágrafo único - A Companhia poderá aumentar o número de ações preferenciais, até o máximo legalmente admissível, mesmo sem guardar proporção com as ações ordinárias.

ELBRANCO





EX-100



as obrigações de Terceiros, até importância não superior a 5% (cinco por cento) do Capital Social da Companhia.

Parágrafo 3º - O Diretor Presidente e o Diretor Superintendente poderão delegar, no todo ou em parte, os seus poderes de administração, a um, alguns, ou a todos os demais Diretores, quando e como entenderem oportuno ou conveniente.

Artigo 14º - 2 (dois) Diretores, sem designação especial, poderão, sempre em conjunto : (1) representar a Companhia em qualquer parte do país, inclusive no Distrito Federal, em todos os Estados e Territórios da União, perante todos os poderes públicos, federais, estaduais e municipais, Ministérios, Estradas de Ferro em geral, Empresas de Navegação, Consulados, Caixas Econômicas Federais, Bancos, inclusive o Banco do Brasil S.A., bem como perante todas e quaisquer companhias, firmas comerciais ou civis, sociedades, pessoas físicas ou jurídicas de direito público ou privado, autarquias, sociedades de economia mista e paraestatais, sem exceção, e nas concorrências públicas, requerendo e assinando tudo quanto for necessário para tal fim; (2) representar a Companhia perante a Carteira de Comércio Exterior, a carteira de câmbio e fiscalização bancária do Banco do Brasil, Banco Central do Brasil e Alfândegas do País, bem como perante repartições públicas, federais, estaduais e municipais, em qualquer parte do território brasileiro e no exterior, podendo processar despachos, assinar pedidos de Licenças de Importação e Exportação, guias de embarque, certificados de cobertura cambial, termos de responsabilidade, declarações de vendas, contratos de câmbio, contratos de compra e venda de produtos exportáveis e todos os demais documentos e correspondência necessários a tal fim; (3) assinar ofícios e requerimentos de qualquer espécie, a serem apresentados aos Departamentos e Repartições Públicas em geral; (4) efetuar abertura de crédito para fornecimento de mercadorias; (5) receber importâncias relativas a faturas e duplicatas emitidas pela Companhia, bem como tudo o que lhe for devido em virtude de fornecimentos feitos a qualquer pessoa, firma ou sociedade; (6) movimentar as contas correntes da Sociedade em todos os bancos, inclusive o Banco do Brasil S.A., indicando nominativamente os beneficiários e/ou emitindo cheques nominativos; (7) requisitar talões de cheques; (8) sacar, aceitar, endossar e avalizar letras de câmbio; (9) emitir, endossar e avalizar notas promissórias; (10) descontar, caucionar e endossar para cobrança bancária títulos, letras de câmbio e notas promissórias, assinando os respectivos contratos, propostas, borderôs e recibos; (11) nomear procuradores da Sociedade.

Parágrafo único - Sempre que solicitado a fazê-lo, cada Diretor deverá auxiliar o Diretor Presidente e/ou o Diretor Superintendente a cumprir todos os deveres que lhe forem delegados nos termos do parágrafo 3º do Artigo 13º deste Estatuto.

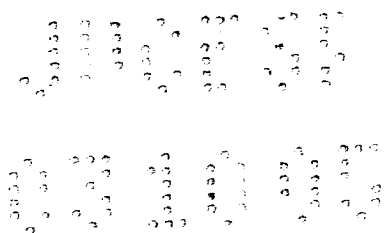
Artigo 15º - A sociedade obriga-se: (a) pela assinatura individual do Diretor Presidente ou do Diretor Superintendente; (b) pela assinatura conjunta de 02 (dois) Diretores; (c) pela assinatura conjunta de 01 (um) Diretor e 01 (um) procurador; e (d) pela assinatura conjunta de 02 (dois) procuradores devidamente habilitados.

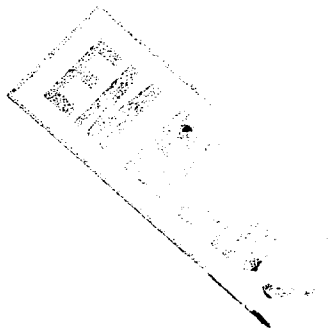
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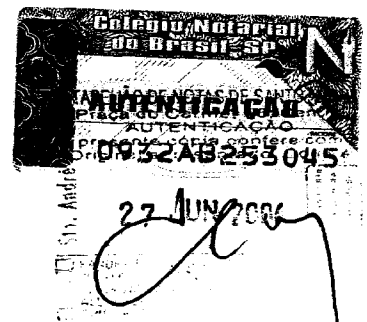
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Parágrafo 1º - A convocação, instalação e funcionamento das Assembléias Gerais obedecerão às disposições da lei em vigor.

Parágrafo 2º - O Presidente da Assembléia será o Presidente do Conselho de Administração da Companhia e, em sua ausência, será o Conselheiro que esteja exercendo o cargo de Diretor Superintendente e, na ausência de ambos, esta será presidida pelo acionista que a assembléia designar. Para compor a mesa que dirigirá os trabalhos da Assembléia, o Presidente convidará um acionista entre os presentes para servir como secretário.

Parágrafo 3º - Somente os acionistas e seus procuradores ou representantes legais, os membros da Administração e do Conselho Fiscal, se em funcionamento, e os Auditores Independentes da Sociedade, poderão comparecer às Assembléias Gerais, devendo os acionistas estar regularmente inscritos no respectivo Registro e exibir documento hábil de identidade.

Parágrafo 4º - Nos últimos quatro dias úteis que antecedem cada Assembléia Geral, ficam suspensos os serviços de transferência, substituição e desdobramento de ações.

Parágrafo 5º - A cada ação ordinária corresponde um voto nas deliberações da Assembléia Geral.

CAPÍTULO SEXTO

Lucros e sua Distribuição

Artigo 19º - Os lucros líquidos, apurados no balanço, após as necessárias amortizações, depreciações e provisões, terão a seguinte destinação, pela ordem:

- a) 5% (cinco por cento) para a constituição do fundo de reserva legal, até a importância igual a 20% (vinte por cento) do Capital Social;
- b) 5% (cinco por cento) da parcela do capital social que corresponder às ações preferenciais, como respectivo dividendo;
- c) 5% (cinco por cento) da parcela do capital social que corresponder às ações ordinárias, como respectivo dividendo;
- d) o saldo, à disposição da assembléia. Se houver distribuição, esta será efetuada entre todas as ações, em igualdade de condições.

Parágrafo 1º - Fica assegurado aos Acionistas o direito de receberem como dividendo em dinheiro pelo menos a quarta parte do lucro líquido ajustado de acordo com o Artigo 202 da Lei n.º 6.404. Quando o dividendo previsto nas letras "b" e "c" deste Artigo não atingir este mínimo de 25%, e desde que não ocorra a hipótese do parágrafo 4º do Artigo 202 da Lei 6.404, a diferença até esse limite deverá ser efetivamente paga até 31 de dezembro, do respectivo exercício.

Parágrafo 2º - Os dividendos não serão cumulativos.

EMERGENCY

Parágrafo 3º - O pagamento de dividendos aprovados em Assembléia Geral e a distribuição de ações provenientes de aumento de Capital, serão realizados, salvo decisão em contrário da Assembléia Geral, dentro do prazo máximo de 60 (sessenta) dias, contados da data da respectiva deliberação.

Parágrafo 4º - A Diretoria poderá, em qualquer momento, com a aprovação prévia do Conselho de Administração e, se em funcionamento, do Conselho Fiscal, distribuir dividendos por conta de lucros líquidos do exercício corrente ou de lucros acumulados existentes em balanço anual aprovado pela Assembléia Geral.

CAPÍTULO SÉTIMO

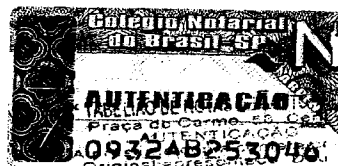
Balanço Anual e Balanços Intermediários

Artigo 20º - Além do balanço de encerramento do exercício que será levantado em 31 de dezembro de cada ano, a Sociedade levantará também balanços intermediários em 30 de junho e 30 de setembro de cada ano. A Diretoria, com aprovação prévia do Conselho de Administração e, se em funcionamento, do Conselho Fiscal, poderá, com base nos balanços acima referidos, distribuir dividendos antecipados "ad referendum" da Assembléia Geral Ordinária. Nesse caso, tais dividendos serão considerados como antecipação do dividendo mínimo, estabelecido no parágrafo 1º do Artigo 19º.

Parágrafo único - Independentemente dos balanços referidos no "caput", é facultado à Sociedade, durante o exercício social, levantar outros balanços intercalares em períodos menores e, com a aprovação prévia do Conselho de Administração e do Conselho Fiscal, nos exercícios em que tiver sido instalado, distribuir dividendos "ad referendum" da Assembléia Geral Ordinária.

Disposição Geral

Artigo 21º - Os casos omissos neste Estatuto serão resolvidos nos termos da lei.





REPÚBLICA FEDERATIVA DO BRASIL
RICARDO DIMAS RAMOS CARNEIRO

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL

SWORN PUBLIC TRANSLATOR and COMMERCIAL INTERPRETER

Rua Real Grandeza, 193 ap. 601, Botafogo - Rio de Janeiro - RJ - 22281-035 - Tel: (21) 2539-8617 / 2537-6387
Matricula JUCERJA nº 166 - RG nº 2.336.245 IFP - CPF 273.535.757/00 - e-mail: ricardodimas@openlink.com.br

I, the undersigned, a Sworn Public Translator and Commercial Interpreter in and for this City of Rio de Janeiro, State of Rio de Janeiro, Federative Republic of Brazil, duly appointed by Administrative Rule no. 692 of April 11, 2006, issued by the President of the Board of Trade of the State of Rio de Janeiro, DO HEREBY CERTIFY AND ATTEST, that a document written in PORTUGUESE was presented to me for translation into ENGLISH, which I have lawfully performed, by reason of my official capacity, as follows: -----

-----TRANSLATION No. 0045 -----

PIRELLI TELECOMUNICAÇÕES CABOS E SISTEMAS DO
BRASIL S.A. - Enrollment with the National

Registry of Legal Entities: CNPJ/MF No.

04.408.972/0001-70 - Identification number of

company enrollment: NIRE 35 3 0018521 8 -----

Minutes of the Special General Meeting held on

September 30, 2005, drafted in an abridged form

(Act no. 6404/76, article 130, paragraph 2). -----

1. DATA, TIME AND PLACE: At first call, on

September 30, 2005, at 09:30 AM, at Avenida

Pirelli, # 1100, block A, suite 1, Sorocaba, São

Paulo, SP, Brazil. -----

2. SHAREHOLDERS AND OTHER PEOPLE PRESENT AT THE

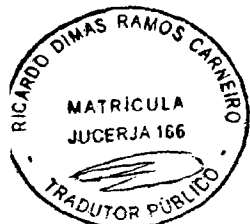
MEETING: Shareholders representing more than 2/3

of the Capital Stock, being entitled to vote, and

the Company's Officer. -----

3. CHAIR: -----

Chairman: RUBENS ANTONIO FILIPPETTI VIEIRA -----





REPÚBLICA FEDERATIVA DO BRASIL
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Matricula JUCERJA nº 166 - RG nº 2.336.245 IFP - CPF 273.535.757/00 - e-mail: ricardodimas@openlink.com.br

Secretary: ROMILDA CATAPANO COCCHI -----

4. CALL NOTICE: Published in the newspapers
"Diário Oficial do Estado de São Paulo" (State
Register of São Paulo) and "Cruzeiro do Sul", on
September 22, 23 and 24, 2005. -----

5. DECISIONS: The decisions were unanimously made
by the shareholders present at the meeting and
entitled to vote, the legally disqualified
abstaining from voting. The following was decided:

5.1. To modify the Company's corporate name to
PRYSMIAN TELECOMUNICAÇÕES CABOS E SISTEMAS DO
BRASIL S.A., the reason why article 1 of the
Articles of Association shall be in force with the
following wording: -----

"Article 1 - PRYSMIAN TELECOMUNICAÇÕES CABOS E
SISTEMAS DO BRASIL S.A. is a private company
governed by these Articles of Association, Act no.
6404 of December 15, 1976 and the applicable
laws". -----

5.2. To authorize the consolidation of the
Articles of Association to be filed with the São
Paulo Board of Trade, along with these minutes
identified as Exhibit I. -----

6. CLOSING: With nothing further to be examined,
the minutes regarding this Special General Meeting





REPÚBLICA FEDERATIVA DO BRASIL
RICARDO DIMAS RAMOS CARNEIRO

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL
SWORN PUBLIC TRANSLATOR and COMMERCIAL INTERPRETER

Rua Real Grandeza, 193 ap. 601, Botafogo - Rio de Janeiro - RJ - 22281-035 - Tel: (21) 2539-8617 / 2537-6387
Matrícula JUCERJA nº 166 - RG nº 2.336.245 IFP - CPF 273.535.757/00 - e-mail: ricardodimas@openlink.com.br

were drafted and unanimously approved by the shareholders present at the meeting: **Shareholders:** Pirelli Cavi e Sistemi Telecom S.p.A., by Rubens Antonio Filippetti Vieira; Rubens Antonio Filippetti Vieira and Romilda Catapano Cocchi.

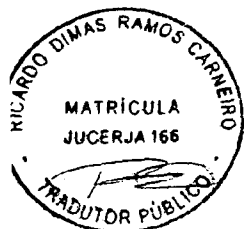
Chair: Rubens Antonio Filippetti Vieira - Chairman; Romilda Catapano Cocchi - Secretary. ----

This copy is a faithful reproduction of the original document drafted in the proper book. -----

Sorocaba, September 30, 2005. -----

Signed: Rubens Antonio Filippetti Vieira - Chairman; Romilda Catapano Cocchi - Secretary -----

THERE APPEAR: Initials; Perforated stamp: São Paulo Board of Trade - JUCESP - October 3, 2005; Rubber stamp: COLLEGIATE; Seals: São Paulo Board of Trade - JUCESP - Docket no. 790095/05-1 bar code; Notarial Seal of authentication no. 0932AB252750, duly obliterated by the rubber stamp of the 2nd Notarial Office of Santo André, São Paulo, Brazil, on June 27, 2006; Seal of certification issued by São Paulo Board of Trade - JUCESP, under no. 281.797/05-5; Notarial Seal of authentication no. 0932AB253035, initials; DAJ-200560. -----





REPÚBLICA FEDERATIVA DO BRASIL
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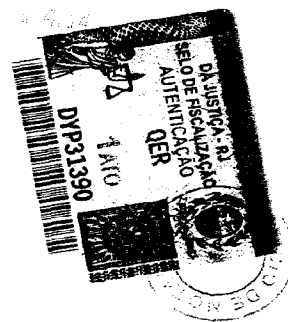
THE ABOVE was the full text of said document, the translation of which was set forth on 4 (four) pages. -----

IN WITNESS WHEREOF, I set my hand and seal of office in Rio de Janeiro, RJ, Brazil, on July 24, 2006. -----

Ricardo Dimas Ramos Carneiro



CERTIFICADO DE AUTENTICIDADE DE CÓPIA DE DOCUMENTO
 emitido em 24/07/2006, por Ricardo Dimas Ramos Carneiro, Tradutor Público e Intérprete Comercial, inscritos no RJ nº 166, RG nº 2.336.245 IFP, CPF nº 273.535.757/00, residente e domiciliado na Rua Real Grandeza, 193 ap. 601, Botafogo, Rio de Janeiro, RJ, CEP 22281-035, que a presente cópia é a reprodução fiel do documento que se apresenta. Data: 24/07/2006.
 Ricardo Dimas Ramos Carneiro - Assinatura





REPÚBLICA FEDERATIVA DO BRASIL
RICARDO DIMAS RAMOS CARNEIRO

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL

SWORN PUBLIC TRANSLATOR and COMMERCIAL INTERPRETER

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Matricula JUCERJA nº 166 - RG nº 2.336.245 IFP - CPF 273.535.757/00 - e-mail: ricardodimas@openlink.com.br

I, the undersigned, a Sworn Public Translator and Commercial Interpreter in and for this City of Rio de Janeiro, State of Rio de Janeiro, Federative Republic of Brazil, duly appointed by Administrative Rule no. 692 of April 11, 2006, issued by the President of the Board of Trade of the State of Rio de Janeiro, DO HEREBY CERTIFY AND ATTEST, that a document written in PORTUGUESE was presented to me for translation into ENGLISH, which I have lawfully performed, by reason of my official capacity, as follows: -----

-----TRANSLATION No. 0046 -----

ARTICLES OF ASSOCIATION OF PRYSMIAN
TELECOMUNICAÇÕES CABOS E SISTEMAS DO BRASIL S.A. --

CHAPTER ONE - Corporate Name, Main Office,
Purposes and Duration -----

Article 1 - PRYSMIAN TELECOMUNICAÇÕES CABOS E
SISTEMAS DO BRASIL S.A. is a private joint stock
company governed by these Articles of Association,
Act no. 6404 of December 15, 1976 and the
applicable laws. -----

Article 2 - The company has its main office and
jurisdiction in the city of Sorocaba, State of São
Paulo, at Avenida Pirelli, 1100, block B, Jarim
Éden, having powers to open and close branches,
offices or representations in any part of the
national territory or abroad, by decision of the
Executive Board. -----

Article 3 - The Company's corporate purpose is as
follows: -----



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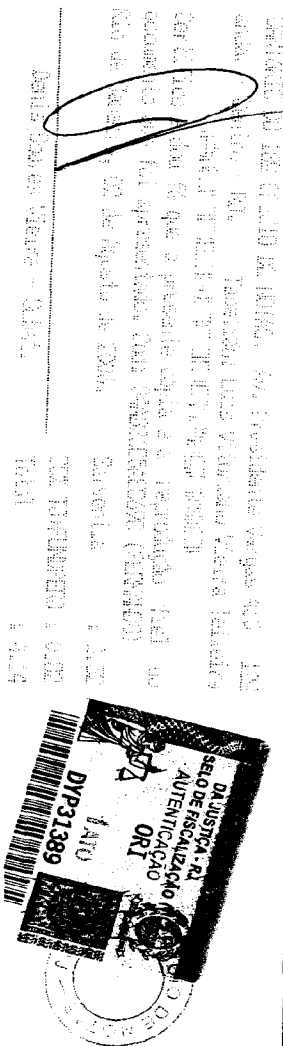


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- a) the manufacture and trade of all kind of electric and optical cables and conduits for the transmission of signals for communication, control and telecontrol; -----
- b) the import and export of any raw materials and manufactured products (both ready for use and semi-finished) for industrialization or resale, according to the laws in force; -----
- c) interest in all issues in connection with the manufacture, installation and maintenance of these products, by associating to other companies or entering into any agreements directly or indirectly related with the Company's purposes; ---
- d) to associate or, anyway, be interested in companies or corporations, in Brazil or abroad, engaged in the exploitation of the same or other kinds of industries; -----
- e) to develop activities of commercial representation, including through its branches, offices or via agents; and -----
- f) the implementation and/or expansion of systems, involving the supply - including under the global contract work system and/or turn-key contract - of materials, services and projects in the areas of equipment, network, infrastructure and other



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related activities. -----

Article 4 - The term of duration of the Company is indeterminate and the Company may be dissolved at any time by decision made by the shareholders met at a Special General Meeting and according to the guidelines for such purpose set forth in the Corporate Law. -----

CHAPTER TWO - Capital Stock -----

Article 5 - The capital stock is of R\$ 81,288,045.80 (eighty-one million, two hundred and eighty-eight thousand, forty-five reais and eighty centavos), divided into two kinds of shares, the first one composed of 51,496,682 (fifty-one million, four hundred and ninety-six thousand and six hundred and eighty-two) nominative common shares and the second one composed of 102,959,858 (one hundred and two million, nine hundred and fifty-nine thousand, eight hundred and fifty-eight) nominative preferred shares without right to vote, all without face value. -----

Sole paragraph - The shareholders who do not pay up - within the established term - the value of the subscribed shares, shall, legally, be incurred in the payment of arrears, being obliged to pay to the Company the legal interest, adjustment for



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currency devaluation and fine, the latter being of 5% (five percent) of the non paid up amount. Whilst in arrears, the shareholders shall have suspended their right to vote. -----

Article 6 - The preferred shares shall be entitled to all the rights conferred by the law to the common shares, excepting the right to vote. -----

Paragraph 1 - The preferred shares shall have priority in the receipt of non-cumulative minimum dividend, in an amount never lesser than 5% (five percent) per annum of the portion of the capital stock corresponding to these shares, in compliance with paragraph one of Article 19 hereof. -----

Paragraph 2 - The preferred shares shall acquire the right to vote if, for three (3) consecutive years, the respective dividends are not paid. -----

Article 7 - The preferred shares shall participate, in equality of conditions with the common shares, in the increases of capital resulting of incorporation of the capitalization of reserves and profits. -----

Sole paragraph - The Company may increase the number of preferred shares up to the maximum legally permitted, even without observing the proportion with the common shares. -----





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CHAPTER TWO - Management -----

Article 8 - The Company's management shall be under the responsibility of the Board of Directors and the Executive Board, whose members shall have a term of office of one (1) year, it being permitted the reelection. -----

Sole Paragraph - The global remuneration of the officers shall be fixed by the General Meeting that elects them and their distribution shall be under the responsibility of the Chairman of the Board of Directors. -----

Board of Directors -----

Article 9 - The Company shall have a Board of Directors composed of, at least, three (3) members and, at the most, six (6) members resident or not in Brazil, being all shareholders of the Company and elected by the General Meeting that shall, also, elect the Chairman of the Board of Directors. -----

Paragraph 1 - The members of the Board of Directors, up to a maximum of one third, may be elected for the position of officers. -----

Paragraph 2 - The members of the Board of Directors shall be installed in their positions through a record drafted, signed and inserted in



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the Meetings Book of the Board of Directors and they shall remain in their respective positions with all the legal and statutory powers, until the date of the installation of their successors. -----

Paragraph 3 - The Board of Directors may elect two (2) of its members to respectively exercise the offices of Chief Executive Officer and Superintendent Officer of the Company, in compliance with paragraph 1 of Article 13 hereof. -

Article 10 - It is exclusively up to the Board of Directors: a) to fix the general guidance of the Company's businesses; b) to elect and remove the Company's officers, by fixing their duties, in compliance with this Articles of Association; c) to inspect the Officers' administration, by examining, at any time, the Company's books and papers, by requesting information on the contracts executed or about to be executed and any other acts or transactions; d) to call the General Meeting in the cases provided in law and when deem fit; e) to express its opinion on reports of the management and the accounts submitted by the Officers; f) to decide upon the issuance of stock or warrants; g) to appoint and remove the Company's independent auditors; h) to authorize

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the conveyance of goods of the permanent asset, the constitution of encumbrance on same and the standing of guaranty in connection with third-parties' obligations, in the event of amount higher than 5% (five percent) of the Company's Capital Stock; i) to authorize the acquisition of the own shares for the maintenance at treasury and subsequent conveyance or cancellation; j) to authorize the issuance of commercial promissory notes; k) to authorize the issuance of debentures.

Paragraph 1 - The Board of Directors shall meet once a year to hold its Annual Meeting and, extraordinarily, to hold a Special Meeting, whenever called by its Chairman, by the Director who is holding the position of Superintendent Officer of the Company and by the majority of its members. The calls may be made by letter and, in the urgent cases, through telegrams or fax, it being up to the Chairman of the Board of Directors to preside the meetings. -----

Paragraph 2 - The decisions made by the Board of Directors shall be made by majority of the votes of the persons present at the meeting and shall be valid provided that at least 50% (fifty percent) of its members are present, and their resolutions





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shall be entered in the Meetings Book of the Board of Directors, it being up to the Chairman of the Board of Directors, in the cases of equality of votes in the decisions, the use of the casting vote. For the purposes of the *quorum* pre-established in this Article, it shall be deemed as present at the meeting of the Board of Directors the Director who is being replaced or represented by another member of the Board of Directors. -----

Paragraph 3 - The members who have interests, by themselves or by third-parties, in the debated issues, shall be impeded from voting in the decisions of the Board of Directors. -----

Paragraph 4 - The members of the Board of Directors may be represented by another member expressly authorized to that effect and the latter shall accumulate his (her) duties and the right to vote be his (her) represented member. -----

Article 11 - In the event of absences or temporary disqualifications of the Chairman of the Board of Directors, the latter shall be substituted with the Director elected for the position of Superintendent Officer, pursuant to Article 9 hereof and, in default, impossibility or refusal of the latter, by the Director to be appointed by





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the Board of Directors. The substitute Chairman shall exercise all the duties and shall have all the powers, duties and rights of the incumbent Chairman, including the right to use the casting vote. -----

Paragraph 1 - In the event of any vacancy of one or more positions in the Board of Directors, this Board shall appoint the alternate person under Article 150 of Act no. 6404/76 to fill the vacancy, unless: -----

a) the vacancy refers to the Chairman of the Board of Directors or to the Director elected for the position of Superintendent Officer; and/or -----

b) the number of Directors becomes lesser than three (3) and, in this event, a General Meeting shall be called for the filling of the position. --

Paragraph 2 - In the event of election held according to the prior paragraph, the new Director shall be appointed or elected to complete the term of office of his (her) predecessor. -----

Executive Board -----

Article 12 - The Company shall have an Executive Board composed of at least two (2) and, at most seven (7) members, one (1) being the Chief Executive Officer, one (1) a Superintendent





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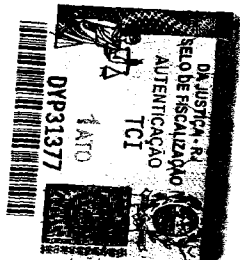
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Officer and five (5) Officers without special designation elected by the Board of Directors, shareholders or not and resident in Brazil, in compliance with Article 9 hereof. -----

Sole Paragraph - The Officers shall be empowered in the respective offices upon a record drafted, signed and entered in the Executive Board's Meetings Book, remaining in their positions until the installation of their successors. -----

Article 13 - It is up to the Chief Executive Officer, on a severally basis: (a) to represent the Company in and out of Court, in its relations with third parties, and, generally, before the public powers; (b) to administer the Company according to the guidance of the Board of Directors, as well as direct and resolve all its businesses, when not under the private competence of the General Meetings or Board of Directors; (c) to cause to be yearly prepared the Balance Sheet, the income statement of the fiscal year, in addition to other statements provided by law and the report about the corporate businesses, to submit them to the Board of Directors, after being verified and approved by the other Officers; (d) to receive and sign the daily correspondence. -----





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Paragraph 1 - It is up to the Superintendent Officer, on a severally basis: (a) to substitute the Chief Executive Officer, whenever necessary, including in his (her) absences and impediments, as well as to fully exercise his (her) duties when this position - in the interest of the Company - is not filled; (b) to open accounts, to make deposits and manage them in all the banks, including Bank of Brazil, to issue, sign and deliver checks; (c) to accept and issue trade bills, give and receive acquittance; (d) to transact, waive, assume obligations and sign commitment documents, to buy and sell merchandises, goods and rights, provided that such acts are related with the corporate purposes; (e) to hire, appoint and dismiss managers, representatives and employees, by ascribing them their duties, remunerations and salaries; (f) to appoint, on behalf of the Company, attorneys in fact to represent it in and out of Court, by conferring them the necessary powers and, likewise, to confer to managers, officers, employees or other people, via letters or powers of attorneys, any powers to administer the Company's businesses within the limits of its own





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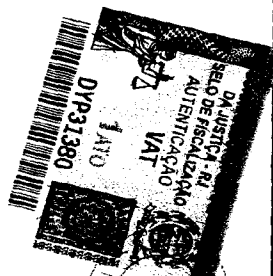
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powers; (g) to sign agreements, including those of opening of credit in current-account at the banks and, generally, to practice - without exclusion - all managerial acts necessary to the attainment of the corporate purposes, even those for which express and special powers are required. -----

Paragraph 2 - It is under the responsibility of the Chief Executive Officer or the Superintendent Officer, jointly with the Chairman of the Board of Directors, to authorize the conveyance of real estate of the permanent asset and the constitution of encumbrance on same, as well as the waiver to rights and the standing of guaranties, including suretyship and collateral in connection with third parties' obligations until an amount not higher than 5% (five percent) of the Company's Capital Stock. -----

Paragraph 3 - The Chief Executive Officer and the Superintendent Officer may delegate, in whole or in part, all their powers of administration to one, some or to all the other Officers, when and how they may deem fit or convenient. -----

Article 14 - Two (2) Officers without any special designation may, at all times, on a jointly basis:
(1) represent the Company in any part of Brazil,





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including Federal District, in all the States and Territories of the Union, before all the public, federal, state and municipal powers, Ministries, Railroads in general, Sailing Companies, Consulates, Federal Savings Banks, Banks, including Banco do Brasil S.A., as well as before any and all companies, commercial or civil firms, corporations, individuals, legal entities of public or private right, government agencies, private and public joint stock corporations and quasi public corporations, without exception and in the public bids, with powers to require and sign all the documents necessary for such purpose; (2) to represent the Company before the Foreign Trade Portfolio, the exchange and banking inspection portfolio of Banco do Brasil, Central Bank of Brazil and Brazil's Customs, as well as before public, federal, state and municipal instrumentalities, in any part of the Brazilian territory and abroad, with powers to prepare orders, sign requests of Import and Export Licenses, bills of lading, certificates of foreign exchange cover, responsibility written document, sales declarations, foreign exchange contracts, export products purchase & sale agreements and all





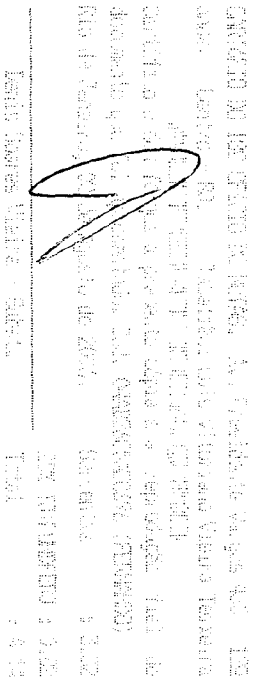
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other documents and correspondence necessary for such purpose; (3) to sign official letters and applications of any kind to be, generally, submitted to the Departments and Public Instrumentalities; (4) to open credit for the provision of merchandises; (5) to receive amounts regarding to invoices and bills of sale issued by the Company, as well as all that may be due to it by virtue of the supply made to any person, firm or corporation; (6) to manage the Company's current-accounts in all the banks, including Banco do Brasil S.A., by appointing, by names, the beneficiaries and/or issuing nominative checks; (7) to request check books; (8) to draft, accept, endorse and guarantee bills of exchange; (9) to issue, endorse and guarantee promissory notes; (10) to cash, pledge and endorse, for banking collection, bonds, bills of exchange and promissory notes, by signing the respective contracts, proposals, bordereaux and receipts; (11) to appoint attorneys in fact for the Company.

Sole Paragraph - Whenever requested to do, each Officer must help the Chief Executive Officer and/or the Superintendent Officer to perform all the duties ascribed to him pursuant to paragraph 3





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of article 13 hereof. -----

Article 15 - The Company shall be bound: (a) by the individual signature of the Chief Executive Officer or Superintendent Officer; (b) by the joint signature of two (2) Officers; (c) by the joint signature of one (1) Officer and one (1) proxy; and (d) by the joint signature of two (2) duly qualified proxies. -----

Paragraph 1 - The instruments of power of attorney shall be signed: (a) severally, by the Chief Executive Officer or by the Superintendent Officer; or (b) jointly by two (2) Officers. The instruments of power of attorney must state the limits of duties and express powers granted to the proxies and, excepting the powers of attorney with the *ad judicium* clause, they may not have the expiry date that exceeds one (1) year from its granting. -----

Article 16 - In the event of absence or temporary disqualification of the Superintendent Officer, his (her) duties shall be exercised by two (2) Officers, at all times on a jointly basis. -----

Sole paragraph - In the event of absence or temporary disqualification of the other positions of the Executive Board, the Officers shall





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substitute themselves among them. But, in the event of any vacancy that reduces the number of the Officers to less than two (2), the alternates shall be elected by the Board of Directors. -----

CHAPTER FOUR - Independent Audit and Statutory Audit Committee -----

Article 17 - The Company shall, mandatorily, have Independent Auditors duly enrolled with the competent entities and a non-permanent Statutory Audit Committee that shall have the duties imposed to it by law and that shall only operate in the cases set forth in paragraph 2 - Article 161 of Act 6404 of December 15, 1976. -----

Sole Paragraph - The Statutory Audit Committee shall be composed of three to five effective members and an equal number of alternates, shareholders or not, resident in Brazil, with possibilities to be reelected. In the fiscal years in which the participation of the Statutory Audit Committee is requested, the General Meeting shall elect its members and shall fix the respective remunerations, each period of performance of the Statutory Audit Committee ending on the date of the first Annual Meeting held after its installation. -----





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CHAPTER FIVE - General Meetings -----

Article 18 - The Shareholders' Annual Meeting shall be held four months after the date of the ending of the fiscal year, i.e. on December 31, of each year. The Special General Meetings shall be held when called by the Board of Directors and in the cases set forth by law. -----

Paragraph 1 - The call, installation and performance of the General Meetings shall be in compliance with the law in force. -----

Paragraph 2 - The Chairman of the Meeting shall be the Chairman of the Company's Board of Directors and, in his (her) default, the one appointed shall be the Director who is exercising the office of Superintendent Officer and, in the absence of both, the Meeting shall be chaired by the shareholder appointed by the persons present at the meeting. To form the chair that shall direct the session, the Chairman shall invite a shareholder among the persons present to act as the Secretary. -----

Paragraph 3 - Only the shareholders and their proxies or legal representatives, the members of the Management and of the Statutory Audit Committee, if installed, and the Company's





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Independent Auditors may appear at the General Meetings, the shareholders being regularly enrolled with the respective Registry and being supposed to produce the competent identification document. -----

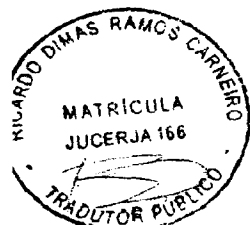
Paragraph 4 - On the last four working days prior to each General Meeting, the services of transfer, substitution and split-off of shares remain discontinued. -----

Paragraph 5 - Each vote in the decisions made by the General Meeting corresponds to one share. -----

CHAPTER SIX - Profits and its Distribution -----

Article 19 - The net profits determined in the balance sheet, after the necessary amortizations, depreciations and provisions shall have the following destination, as follows: -----

- a) 5% (five percent) for the constitution of the legal reserve fund, up to the amount equal to 20% (twenty percent) of the Capital Stock; -----
- b) 5% (five percent) of the portion of the capital stock that corresponds to the preferred shares, as the respective dividend; -----
- c) 5% (five percent) of the portion of the capital stock that corresponds to the common shares, as the respective dividend; -----





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d) the balance, at the disposal of the meeting. If there is any distribution, this shall be made among all the shares, in equal conditions. -----

Paragraph 1 - It is assured to the Shareholders the right to receive, as dividend, in cash, at least the fourth part of the net profit adjusted according to Article 202 of Act no. 6404. When the dividend stated in letters 'b' and 'c' of this Article does not reach this minimum of 25% and provided that it is not the case of paragraph 4 of Article 202 of Act 6404, the difference up to this limit shall be effectively paid until December 31 of the respective fiscal year. -----

Paragraph 2 - The dividends shall not be cumulative. -----

Paragraph 3 - The payment of dividends approved by the General Meeting and the distribution of shares originated from an increase of Capital shall be made, except in view of a contrary decision by the General Meeting, within the maximum term of sixty (60) days from the date of the respective decision. -----

Paragraph 4 - The Executive Board may, at any moment, with the prior approval of the Board of Directors and, if installed, of the Statutory





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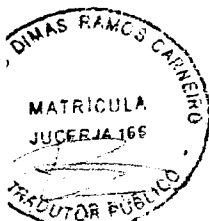
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Audit Committee, distribute dividends on account of net profits of the current fiscal year or of accrued profits existing in a yearly balance sheet approved by the General Meeting. -----

CHAPTER SEVEN - Yearly Balance Sheet and Interim Balance Sheets -----

Article 20 - In addition to the closing balance sheet of the fiscal year that shall be prepared on December 31 of each year, the Company shall also prepare interim balance sheets as of June 30 and September 30 of each year. The Executive Board, with the prior approval of the Board of Directors and, if installed, of the Statutory Audit Committee, may, with basis on the above-mentioned balance sheets, distribute anticipated dividends *ad referendum* of the Annual Meeting. In this case, such dividends shall be deemed an anticipation of the minimum dividend established in paragraph 1 of Article 19. -----

Sole paragraph - Irrespective of the balance sheets referred to in the heading, it is permitted to the Company, during the fiscal year, to prepare other interim balance sheets within shorter periods and, with the Board of Director's and Statutory Audit Committee's prior approval, in the





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fiscal years in which it is installed, distribute dividends *ad referendum* of the Special Meeting. ---

General Provision -----

Article 21 - The cases omitted in these Articles of Association shall be resolved under the law. ---

THERE APPEAR: Initials; Perforated stamp: São Paulo Board of Trade - JUCESP - October 3, 2005; Notarial Seals of authentication nos. 0932AB253038, 0932AB253039, 0932AB253040, 0932AB253041, 0932AB253042, 0932AB253043, 0932AB253044, 0932AB253045 and 0932AB253046, duly obliterated by the rubber stamp of the 2nd Notarial Office of Santo André, São Paulo, Brazil, on June 27, 2006. -----

 THE ABOVE was the full text of said document, the translation of which was set forth on 21 (twenty-one) pages. -----

IN WITNESS WHEREOF, I set my hand and seal of office in Rio de Janeiro, RJ, Brazil, on July 24, 2006. -----

Ricardo Dimas Ramos Carneiro



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