

EMBRATEL PARTICIPAÇÕES S.A.

Joint Stock Corporation under Brazilian Law, registered as a Corporate Taxpayer with the
Finance Ministry under No. CNPJ/MF 02.558.124/0001-12
NIRE No. 3330026237-7

MINUTES OF THE BOARD OF DIRECTORS MEETING

(free translation from Portuguese original)

DATE, TIME AND PLACE: July 23, 2004, at 1:30 PM, in the Company's registered offices, located at Rua Regente Feijó, No. 166, suite 1687-B, in the downtown (Centro) district, City and State of Rio de Janeiro (RJ).

CALL TO MEETING AND PRESENCE: The Members of the Board of Directors were called to the meeting in a regular manner and those participating at it were the Board Members signing below.

AGENDA AND DECISIONS: RESIGNATIONS: Resignations were submitted by Messrs. **DANIEL ELDON CRAWFORD, JORGE LUIS RODRIGUEZ, JONATHAN CLARK CRANE, LUIS FERNANDO MOTTA RODRIGUES, JOAQUIM DE SOUSA CORREIA, ANTÔNIO CARLOS TETTAMANZY** and **DILIO SERGIO PENEDO**, although it was agreed that the latter gentleman would continue to perform his to be held today at 5 PM, which he will preside over. Taking advantage of the occasion, the Board Secretary, Ms. Cláudia de Azerêdo Santos, passed on to the Board Members the expressions of the Company's Executive Officers' gratitude and recognition for the excellent work performed by the Company's Board Members in setting out the general guidelines for the Company's business activities, which were fundamental to its successful operation, being likewise recorded the comments of praise made by Board Member Jonathan Clark Crane, both in his own name as well as on behalf of MCI, Inc. with respect to the performance of the Members of the Board of Directors, not just in setting out the general guidelines for Company business but also in the difficult transition phase that preceded the closing of the deal for change in Company ownership. Taking advantage of the opportunity, Mr. Jonathan Clark Crane, both in his own name as well as on behalf of MCI, Inc. and the other Board Members stressed the excellent work on the part of the Company's executives and their contribution to its performance, requesting that the minutes record, with special mention, the role of the Company's President and Chief Executive Officer, Mr. Jorge Luis Rodriguez, in managing the business and his exceptional corporate leadership qualities, as well as the dedication and professionalism of the following executive officers of Embratel Group Companies: Ms. Cláudia S. A. de Azêredo Santos and Messrs. Federico Adolfo Gallart, Ivan Campagnolli Junior, Joaquim de Sousa Correia, Joffre Gabriel Filho, Jorge Alberto Zapata, Norbert Glatt, Purificacion Carpinteyro Calderón, Sultana Shamim Khan and Edson Soffiatti of Star One, inasmuch as these factors were decisive for the Company's excellent overall performance. Also highlighted was the excellent work that has

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been carried out at the Company pension fund Telos - Fundação Embratel de Seguridade Social by its Managing Director, Mr. Roberto Durães de Pinho. Finally, the Board Members added praises mentioning the Chairman of the Board of Directors, Mr. Daniel Eldon Crawford, whose participation in setting the guidelines for the Company's business activities was fundamental for the success of the Company and its subsidiaries.

There being no further business to attend to, these Minutes were drawn up and signed by the Board Members participating at the meeting.

Rio de Janeiro, Brazil - July 23, 2004.

Signatures:

Daniel Eldon Crawford - Chairman

Dilio Sergio Penedo – Vice-Chairman

Jonathan Clark Crane

Jorge Luis Rodriguez

Luis Fernando Motta Rodrigues

Antonio Carlos Tettamanzy

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Joaquim de Sousa Correia

Cláudia de Azerêdo Santos
Secretary-General