

This report on Form 6-K is incorporated by reference into the registration statement on Form F-4 (File No. 333-116323) of Embratel Participações S.A. and Empresa Brasileira de Telecomunicações S.A. – Embratel

EMBRATEL PARTICIPAÇÕES S.A.

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

MINUTES OF BOARD OF DIRECTORS MEETING

(free translation from Portuguese original)

DATE, TIME AND PLACE: August 25th, 2004, at 4:15 P.M., at the Company's registered offices, located at Rua Regente Feijó, No. 166/1687-B, in the downtown district of the City of Rio de Janeiro, State of Rio de Janeiro (RJ).

CALL TO MEETING AND MEMBERS PRESENT: The Members of the Board of Directors were duly called to the meeting and those participating were the Board Members signing below.

AGENDA AND DECISIONS: 1) APPOINTMENT OF EXECUTIVE OFFICER: In light of the resignations submitted by Mr. Norbert Glatt from the positions he held in the Company's management, the Board Members unanimously decided to appoint Mr. **ISAAC BERENZSTEJN**, Brazilian citizen, married, engineer by profession, bearer of Identity Card No. 3.174.052 issued by the Rio de Janeiro Chapter of the Felix Pacheco Institute (IFP/RJ), registered as an individual income taxpayer with the Ministry of Finance under No. CPF/MF 332.872.367-68, resident and domiciled in this City and State of Rio de Janeiro, with commercial address at Avenida Presidente Vargas, No. 1012, 15th floor, Centro, to the positions of Economic-Financial Director (Chief Financial Officer – CFO) and Investor Relations Director, remaining in his positions to fill out the terms of office of three (3) years of his predecessor, which began April 19th, 2004, in accordance with the provisions of the Company Bylaws and applicable legislation. Mr. **ISAAC BERENZSTEJN** shall accumulate such functions with the position of Executive Vice-President until such time as Mr. **JOSÉ FORMOSO MARTÍNEZ** has complied with all the legal formalities with respect to Brazilian immigration and obtained the required documentation from the appropriate authorities, such that he may be appointed to the said position, as set out in the minutes of the Board of Directors meeting held July 23th, 2004, at 7:30 P.M. The Executive Officer hereby appointed submitted to the Company his signed Affidavit declaring that he is not impeded from holding his positions, for the purposes of Article 147, paragraphs 1 and 2 of the Brazilian Corporation Law (Law No. 6404/76). The Board

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Members expressed their gratitude for the dedication and professionalism demonstrated by Mr. **NORBERT GLATT** in the performance of his functions. **2) CHANGE OF INDEPENDENT AUDITORS.** In the manner prescribed by the Brazilian Corporation Law, it is the responsibility of the Board of Directors to engage and dismiss the Company's Independent Auditors. In this sense, in view of the operational advantages of the utilization by the Company of the same auditor engaged by the controlling shareholder, the Board of Directors has decided to engage Ernst & Young as the Independent Audit firm that, as from the third (3rd) quarter of 2004 (inclusive), will provide services to the Company, to replace Deloitte Touche Tohmatsu. 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, August 25th, 2004.

Signatures:

Carlos Henrique Moreira - Chairman

José Formoso Martínez - Vice-Chairman

Dilio Sergio Penedo

Maria Silvia Bastos Marques

Alberto de Orleans e Bragança

Joel Korn

Oscar Von Hauske Solis

Antonio Oscar de Carvalho Petersen Filho
Secretary-General