

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
State Company Registration No. NIRE 3330026237-7

MINUTES OF BOARD OF DIRECTORS MEETING

Free Translation from Portuguese Original

DATE, TIME AND PLACE: April 19, 2004 at 4:00 PM at the Company's registered offices, located in the City of Rio de Janeiro, Capital of the State of Rio de Janeiro (RJ), at Rua Regente Feijó, No. 166/1687-B – in the downtown district (Centro).

PARTICIPANTS: Majority of Board Members.

AGENDA AND DECISIONS: Reappointment of Executive Officers. In view of expiration of the term of office of the Company's Executive Officers, the Board Members decided, after having recorded the abstentions of Messrs. **JORGE LUIS RODRIGUEZ** and **DANIEL ELDON CRAWFORD**, to reappoint the following Officers, described as follows: **(a) JORGE LUIS RODRIGUEZ**, US citizen, married, administrator, Brazilian alien registration identity card No. RNE V288095-K, registered with the Ministry of Finance as an individual income taxpayer (CPF/MF) under No. 056.082.387-88, resident and domiciled in this City, with commercial address at Avenida Presidente Vargas, No. 1012/15° andar, Centro, City of Rio de Janeiro/RJ, as **PRESIDENT AND CHIEF EXECUTIVE OFFICER**; **(b) DANIEL ELDON CRAWFORD**, US citizen, married, engineer, bearer of Brazilian alien registration identity card No. RNE V228449-A and tax registration No. CPF/MF 054.791.737-66, resident and domiciled in this City, with commercial residence at Av. Presidente Vargas, No. 1012/15° andar, Centro, City of Rio de Janeiro/RJ, as **EXECUTIVE VICE-PRESIDENT**; **(c) NORBERT GLATT**, Brazilian, married, engineer, bearer of identity card No. 04081138-2 issued by the Felix Pacheco Institute of Rio de Janeiro (IFP/RJ) and tax registration No. CPF/MF 806.680.977-87, resident and domiciled in this City, with commercial address at Avenida Presidente Vargas, No. 1012/15° andar, Centro, City of Rio de Janeiro/RJ, as **CHIEF FINANCIAL OFFICER AND DIRETOR OF INVESTOR RELATIONS**; **d) CLÁUDIA SILVA ARAUJO DE AZERÊDO SANTOS**, Brazilian, divorced, attorney, bearer of identity card No. 04441182-5 issued by the IFP/RJ and tax registration No. CPF/MF 667.431.767-53, resident and domiciled in this City, with commercial address at Avenida Presidente Vargas, 1012/15° andar, Centro, City of Rio de Janeiro/RJ, as **OFFICER WITH NO SPECIFIC DESIGNATION**; and **(e) SULTANA SHAMIM KHAN**, native of Bangladesh, married, economist, bearer of identity card No.° RNE V285681-M and tax registration No. CPF/MF 055.796.177-71, resident and domiciled in this City, with commercial address at Avenida Presidente Vargas, No. 1012/15° andar, Centro, City of Rio de Janeiro/RJ, as **OFFICER WITH NO SPECIFIC DESIGNATION**. The Executive Officers just appointed submitted to the Company their respective Non-Impediment Affidavits for the purposes of Article No. 147, paragraphs 1 and 2 of Law No. 6404/76, and shall fill out their respective terms of office of three (3) years, as provided in the Bylaws and by applicable legislation. There being no further business to attend to, these Minutes were drawn up and signed by the Board Members participating in the meeting. Rio de Janeiro, April 19, 2004. Signed: Daniel Eldon Crawford – Chairman; Dilio Sergio Penedo – Vice-Chairman; Jorge Luis Rodriguez; Edson Soffiatti; Antonio Carlos Tettamanzy; Joaquim de Sousa Correia; Cláudia de Azerêdo Santos – Secretary-General.

Embratel Participações S.A.
Minutes of the Board of Directors Meeting held April 19, 2004

I hereby certify that this is a faithful copy of the minutes recorded in the appropriate book.

Cláudia de Azerêdo Santos
Secretary-General.