

EMBRATEL PARTICIPAÇÕES S.A.

CORPORATE TAXPAYER ENROLLMENT NUMBER

(CNPJ/MF) n.º 02.558.124/0001-12

NIRE 3330026237-7

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

DATE, TIME AND PLACE: June 7, 2004, at 6:45 p.m., in the Company headquarters, at Rua Regente Feijó, nº 166/1687-B – Centro – RJ. City and State of Rio de Janeiro.

SUMMONS AND PARTICIPANTS: The Board members were regularly summoned for this meeting, being participants of the same the Board members signed hereinbelow.

DELIBERATIONS: RESIGNATION REQUESTS. The Board members analyzed and, unanimously, accepted, with the abstention of the Board member, Mr. **JORGE LUIS RODRIGUEZ**, the renunciation posed by Mr. **JORGE LUIS RODRIGUEZ**, President of the Company, and the resignation presented by Ms. **CLÁUDIA SILVA ARAÚJO DE AZERÊDO SANTOS**, Legal Vice-President, who shall remain in their positions, as per the request made by the Chairman of the Board of Directors of the Company, until July 31, 2004 or until the date of the transfer of the control stock of Embratel Participações S.A., controlling company of this Company, to Teléfonos de México, S.A. de C.V (Telmex) or to any of its Subsidiaries (in accordance with the Share Purchase Agreement executed between Telmex and MCI, Inc.); whichever is the later. In any case, however, none of the resigning executives will remain in the Company after November 8, 2004. Wishes of gratitude were expressed for the dedication shown by the Officers in the fulfillment of their duties and for their outstanding performance. The Board members approved the Notices of Call of the Extraordinary Shareholders Meeting, to be held on a date yet to be defined by the president of the Board of Directors, in accordance with the following Agenda and General Instructions: “Agenda: (i) Election of the members of the Board of Directors. General Instructions: (a) Powers of Attorney must be filed at the Company headquarters within forty-eight hours before the Shareholders Meeting. (b) Shareholders participating in Fungible Custody of Nominative Shares of the Stock Exchanges willing to take part at this Meeting shall present a statement, informing their respective shareholding, issued two (02) days before the Meeting thereof. (c) Under CVM Regulatory Instruction Number 165 of December 11, 1991 with wording provided by Article One of CVM Instruction Number 282 of June 26, 1998

**Embratel Participações S.A. - Embratel
Minutes of Board meeting June 7th, 2004**

the percentage for requirement of multiple vote will be five percent (5%) of the voting capital.” No other matters being presented, these minutes were prepared and signed by the Board members participants to the meeting.

Rio de Janeiro, June 7, 2004.

I hereby certify that this instrument is a perfect copy of the minutes registered on the proper books of the company.

Cláudia de Azerêdo Santos
General Secretary