

EMBRATEL PARTICIPAÇÕES S / A

CNPJ/MF no. 02.558.124/0001-12
NIRE 3330026237-7

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

DATE, TIME AND PLACE: October 23, 2002, at 5:15 p.m., at the Company's Head Office, located in the Capital of the State of Rio de Janeiro, at Rua Regente Feijó no. 166/1687-B – Centro – RJ.

ATTENDANCE: All the Directors.

AGENDA AND DELIBERATIONS: Resignation of the Investor Relations' Director and Economic-Financial Director and election of his substitute. Mr. JOSÉ MARIA ZUBIRÍA MAQUEO presented his resignation from his position, Investor Relations and Economic Financial Director. The resignation was accepted and approved, and appreciation was expressed for the dedication demonstrated by the now Director now resigning. Subsequently, the Board Members unanimously elected Mr. **NORBERT GLATT**, Brazilian, married, engineer, holder of Identity Card no. 04081138-2 – IFP, registered in the CPF/MF (Registry of Individual Taxpayers) under no. 806.680.977-87, residing and domiciled in this city of Rio de Janeiro, at Av. Presidente Vargas no. 1.012, 15th floor, to the position of Investor Relations Director and Economic-Financial Director of the company.

The Director now elected will take office within the legal period, and shall remain in his position until the Annual Shareholders' Meeting, to be held in 2004, at which date he will present to the company a Certificate of Non-Impediment for the purposes of article 147, paragraphs 1 and 2 of Act 6.404/76.

As there was no further business, these minutes were drawn up and signed by the Directors present at the meeting.

Rio de Janeiro, October 23, 2002.

Signatures:

Daniel Eldon Crawford – Chairman

Jorge Luis Rodriguez

Edson Soffiatti

Joaquim de Sousa Correia

Antonio Carlos Tettamanzy

Pedro Antonio Batista Martins – General Secretary