

EMBRATEL PARTICIPAÇÕES S.A.

Corporate Taxpayer Registry (CNPJ/MF) n.º 02.558.124/0001-12

Corporate ID Registry n.º (NIRE) 3330026237-7

Publicly Traded Company registered with Brazilian Securities Commission (CVM)

Register n.º 01764-7

**CALL NOTICE OF CONVOCATION
EXTRAORDINARY GENERAL MEETING**

The shareholders of Embratel Participações S.A. are hereby invited to attend the Extraordinary General Meeting to be held at the Company's head office, located in the Capital of the State of Rio de Janeiro, at Rua Regente Feijó n.º 166, 16º andar, sala 1687 – B, Centro, on October 24th 2005, at 4:00 pm, for the purposes of deliberating on the following Order of the Day:

- (i) Examine, discuss and vote on the Management's proposal for the Company's acquisition and merger of Atlantis Holdings do Brasil Ltda. and Latam Brasil Participações S.A..
- (ii) Appraise the Reasons for the acquisition and merger, by the Company, of Atlantis Holdings do Brasil Ltda. and Latam Brasil Participações S.A.
- (iii) Deliberate on the acquisition and merger Protocol agreed by the directors of the said companies.
- (iv) Appraise the findings of the company's Fiscal Council concerning the proposal for the acquisition and merger, by the Company, of Atlantis Holdings do Brasil Ltda. and Latam Brasil Participações S.A..
- (v) Ratify the choice, made by the company's directors, of Aval Consult Engenharia de Avaliações Ltda. to act as the specialized company that, under the terms of existing legislation, was assigned the task of evaluating the net worth of the companies to be acquired and merged.
- (vi) Ratify the choice, made by the company's directors, of Banco ABN AMRO Real S.A., to act as the specialized company assigned with the task of valuating the economic value of the companies involved in the operation, in order to determine the exchange ratio of the shareholdings of the companies to be annulled through merger with the Company.
- (vii) Ratify the choice, made by the company's directors, of Aval Consult Engenharia de Avaliações Ltda., to undertake the valuation, at market prices, of the assets of both companies involved in the operation.
- (viii) Examine and deliberate on the respective valuation reports.

- (ix) Deliberate on the acquisition and merger, by the company, of Atlantis Holdings do Brasil Ltda. and Latam Brasil Participações S.A., with the dissolution of the merged companies, giving to the Executive Board power to carry out all necessary acts to realize the proposed acquisition and merger, including approving the increase in the Company's capital stock resulting from transfer of the net worth to be acquired.
- (x) Deliberate on the alteration of the Company's Bylaws, to reflect the adopted decisions, especially in relation to the new value of the capital stock and the number of shares into which the latter will be divided.
- (xi) Approve the restatement of the Company's Bylaws.

General Instructions:

- (a) The following items are made available to shareholders from October 4th 2005: (i) the Protocol and Reasons for the acquisition; (ii) the financial statements used to calculate the net worth of the companies involved operation, and (iii) all other documents cited in art. 3 of CVM Instruction n. 319, at the Company's head office, located at Av. Presidente Vargas, n.º 1012, in the city of Rio de Janeiro, Rio de Janeiro State.
- (b) The power of attorney with special powers for representation at the meeting to which the present notice relates must be deposited at the Company's head office, in the Legal Department, no later than 48 (forty-eight) hours before the meeting is to be held.
- (c) The shareholders of the Fungible Custody of Registered Shares of the Stock Exchange who wish to take part in this meeting must present an extract issued no later than 02 (two) days prior to the meeting, containing the respective stock holding.

Rio de Janeiro, September 30th 2005
Carlos Henrique Moreira
President of the Board of Directors