



NET Serviços de Comunicação S.A.
Publicly Held Company
CNPJ/MF no. 00.108.786/0001-65
NIRE no. 35.300.177.240

**MINUTES OF THE BOARD MEETING
HELD SEPTEMBER 9, 2005**

DATE, VENUE AND PLACE: On the 9th day of the month of September, 2005, at the home offices of Net Serviços de Comunicação S/A ("Company"), in the city and state of São Paulo, at Rua Verbo Divino, nº 1.356, at 11:00 a.m..

CALL UP NOTICE: Accomplished pursuant the provisions of article 13 of the Company's Bylaws.

ATTENDANCE: Board members representing the necessary quorum attended the meeting, as substantiated by their signatures affixed infra.

PRESIDING BOARD: President: Jorge Luiz de Barros Nóbrega; Secretary: André Müller Borges.

RESOLUTIONS: In view of the result of the bookbuilding procedure performed on this date in relation to the 5th Public Issue of Unsecured, Subordinated, Simple and Non-convertible debentures in one single Series of Net Serviços de Comunicação S.A. ("5th Issue"), the board members attending unanimously and unconditionally discussed and approved as follows:

1. Authorize the amendment of section 4.9.3 of the Private Deed of the 5th Public Issue of Unsecured, Subordinated, Non-convertible Debentures in one single Series of Net Serviços de Comunicação S.A. ("Deed"), which shall come into effect with the following wording: "4.9.3. Remunerative Interest: The Debentures shall yield interest corresponding to 100% (one hundred percent) of the accumulated variation in the daily average rates of one-day interbank deposits, "over extra group", calculated and published by CETIP ("DI Rate"), and in addition, using the formula in section 4.9.6 below, a spread of 1.50% (one point five percent) a year, based on 252 (two hundred and fifty-two) business days, on the Unit Face Value, as of the Date of Issue or the last Date of Payment of Remuneration, whichever is applicable, and to be paid at the end of each Capitalization Period, as defined in section 4.9.4 below."
2. Authorize the officers of the Company to take all measures required to conclude the 5th Issue, including, but not only, amending the Deed to reflect the above decision, and take all other steps required to formalize and implement the resolutions of this meeting.
3. Ratify the decisions taken by the Board Meeting held at 3 pm on September 2, 2005, in relation to the exclusion of warranties and covenants stipulated in the issue deed (Indenture) of US\$ 32,494,427 7.0% Senior Secured Notes expiring in 2009 and US\$ 9,683,910 Senior Secured Floating Rate Notes expiring in 2009, both issued by Net Sul Comunicações LTDA. (Notes), dated March 22, 2005, and authorize the Company (i) to implement the request for approval (Consent Solicitation) for holders of the Notes for the exclusion of warranties and covenants from the Notes, (ii) to hire the agents required to implement this decision, (iii) to sign an endorsement to the Indenture (Supplemental Indenture) reflecting the Consent Solicitation terms, (iv) to sign all and any documents required, such as the Solicitation Agent Agreement, Tabulation Agent Agreement, Information Agent Agreement and Pledge Agreement, (v) to take all measures and sign all the necessary documents for the execution and implementation of the Consent Solicitation in question.

**MINUTES OF THE MEETING OF THE BOARD OF NET SERVIÇOS DE COMUNICAÇÃO S.A. HELD
SEPTEMBER 9, 2005**

CLOSING OF THE MEETING AND THE SIGNING OF THIS DOCUMENT: Closing: There being nothing else to discuss, the meeting was declared closed, and these minutes were prepared, which, after having been read, were approved and signed by all the board members present, as well as by the President and the Secretary. Signatures: President: Jorge Luiz de Barros Nóbrega; Secretary: André Müller Borges. Board of Directors: Jorge Luiz de Barros Nóbrega, Sérgio Lourenço Marques, Stefan Alexander, Rossana Fontenele Berto, Guilherme Perboyre Cavalcanti, Juarez de Queiroz Campos Jr., Marcos da Cunha Carneiro, Carlos Henrique Moreira, Jorge da Gama Braga Neto, Antonio Oscar de Carvalho Petersen Filho, João Adalberto Elek Jr. and Edgard Lobão dos Santos.

These minutes match the original which was annotated in the appropriate book

André Müller Borges
– Secretary –