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AMENDMENT TO ARTICLES OF ORGANIZATION
OF
E-VOTE INTERNATIONAL, LLC

We, the undersigned, hereby for the purpose of amending the Articles of Organization of the Limited Liability Company organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Limited Liability Company for profit, registered on January 3, 2006 under number LO6-000000-381 with the Secretary of State, amend the original Article numbered V as follows. All other Articles of Organization remain unaltered and in force.

ARTICLE V - Members


The Members of the Company shall be:

PROBANK PARTICIPAÇÕES S.A. 99.9%
Address: Av. Professor Mario Werneck #42
Belo Horizonte, MG, Brazil

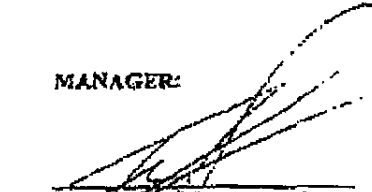
Paula Guimarães Machado Martins 0.01%
Address: Rua do Ouro, 1005 Apto. 201
Belo Horizonte, MG, Brazil

Amendment adopted this _____ The amendment was approved by a majority of the Board of Directors and by a majority of the Members and Subscribers. The number of votes cast for the amendment was sufficient for approval. The undersigned officer has executed this Amendment to the Articles of Organization this 19 day of May, 2006.

MEMBERS:


PROBANK PARTICIPAÇÕES S.A.
by: _____

MANAGER:


Paulo Cesar Martins Junior


Paula Guimarães Machado Martins

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**MINUTES OF AN EXTRAORDINARY MEETING
OF THE MEMBERS
of
E-VOTE INTERNATIONAL, LLC**

MINUTES of a special meeting of the Members of E-VOTE INTERNATIONAL, LLC, a Florida Limited Liability Company.

Paulo Cesar Martins Junior, Manager of the Limited Liability Company acted as Chairman and Secretary of the meeting and acknowledged presence of a quorum. Mr. Martins proposed to the Board of Members that the following considerations be made:

- a) The acceptance of the sale and transfer of all of the membership shares currently held by Paulo Cesar Martins Junior to PROBANK PARTICIPAÇÕES S.A.;
- b) The acceptance of the sale and transfer of 23.99% of the membership shares currently held by Peônia Guimarães Machado Martins to PROBANK PARTICIPAÇÕES S.A., with Ms. Martins keeping a 0.01% membership participation.

Upon due consideration, the members of the Board of Members of the corporation RESOLVED it would be in the best interest of the company to accept the abovementioned changes, effective immediately.

WHEREUPON, on motion duly made, it was RESOLVED that the abovementioned Minutes of Extraordinary Meeting be adopted. The Chairman ordered the Secretary to register the changes in the organizational book and amend the Articles of Organization with the State of Florida.

IN WITNESS WHEREOF, I have signed this Minutes of Extraordinary Meeting as of 5
20 06.

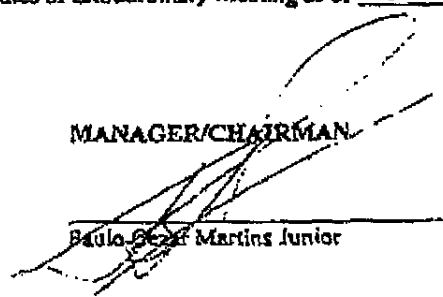
MEMBERS:

PROBANK PARTICIPAÇÕES S.A.

by:


Peônia Guimarães Machado Martins

MANAGER/CHAIRMAN


Paulo Cesar Martins Junior

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WAIVER

Of Notice of Extraordinary Meeting of Board of Members

The undersigned Members of E-VOTE INTERNATIONAL, LLC representing the majority of the Board of Members of the Limited Liability Company, hereby waive Notice of the foregoing meeting held on 5-19-06 and ratify and confirm the minutes thereof as set forth above and the actions taken pursuant thereto.

Dated: 5-19-06

MEMBERS:

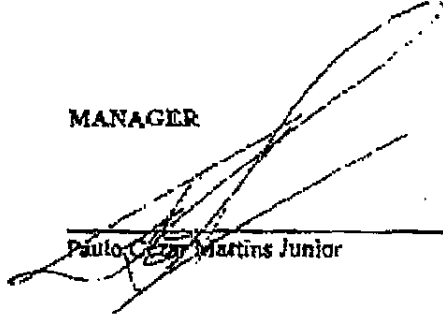
PROBANK PARTICIPAÇÕES S.A.

by:


Peônia Guimarães Machado Martins

MANAGER

Paulo César Martins Junior



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