

Division of Corporations

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Florida Department of State

Division of Corporations

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To: Division of Corporations Fax Number : (850)922-4000

From: Account Name : LAW OFFICE OF LEE H. SCHILLINGER, P.A. Account Number : T19990000267 Phone : (954)981-8383 Fax Number : (954)962-0907

SECRETARY OF STATE TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SAFE PACK U.S.A., INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (1), Certified Copy (1), Page Count (02), and Estimated Charge (\$52.50).

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
Safe Pack U.S.A., Inc.

Pursuant to the provisions of Florida Statute §607.1006 the corporation for profit under Chapter 607 of the laws of the State of Florida adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST
AMENDMENT ADOPTED:

ARTICLE VI - DIRECTORS is hereby replaced as follows:

ARTICLE VI
DIRECTORS

This corporation shall have Three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than one (1). The following individuals shall serve until their successor(s) are elected:

- Yacob Lubin, Director & Chairman
- Michael Maisel, Director
- Jacques Benchetrit, Director

SECOND
AMENDMENT ADOPTED:

ARTICLE XIV - INITIAL OFFICERS is hereby added:

ARTICLE XIV
INITIAL CORPORATE OFFICERS:

The Corporation has held its initial meeting and the following were duly nominated and, a vote having been taken, were unanimously elected officers of the corporation to serve for one year and until their successors are elected and qualified:

- President: Yacob Lubin
- Vice-President: Jacques Benchetrit

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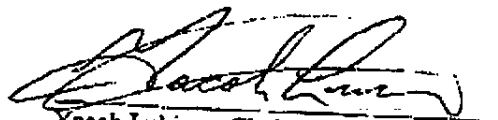
Secretary: Michael Maisel

Treasurer: Michael Maisel

THIRD
ADOPTION OF AMENDMENT:

The Shareholders of the Corporation held a meeting and all shareholders of the corporation unanimously adopted the foregoing amendments to the corporations articles of incorporation.

Signed this 1 day of August, 2000.


Jacob Lubin as Chairman and President

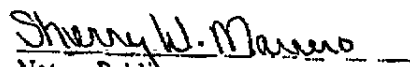
STATE OF FLORIDA:

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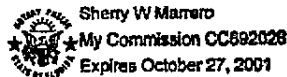
COUNTY OF ~~Miami-Dade~~ Broward

I hereby certify that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared Yacob Lubin, personally to me known to be the Chairman and President of Safe Pack U.S.A., Inc. and who executed the foregoing Amendments to the Articles of Incorporation in said capacity on behalf of the corporation.

WITNESS my hand and official seal at Miami-Dade County, Florida this 1 day of August, 2000.


Notary Public
State of Florida at Large

My Commission Expires:



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