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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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BASIC AMENDMENT

PEEKY AMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

Amendment
01-23-01

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AMENDMENT TO ARTICLES OF INCORPORATION OF PEEKY AMERICA, INC.

We, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation 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 Corporation for profit, incorporated on September 13, 2000 under number P00-0000-86576 with the Secretary of State, amend the original Article numbered IX as follows. All other Articles of Incorporation remain unaltered and in force.

ARTICLE IX - SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The Board of Shareholders is:

S.C.O.HOLDING, INC. 500 Shares
1500 Ocean Drive, Suite 1201
Miami Beach, FL 33139

BRENTWOOD HOLDING LLC
3936 Quail Ridge Road
Lafayette, CA 94549 500 Shares

Amendment adopted this 15th day of January, 2001. The amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed at Miami, Miami-Dade County, Florida, this January 15, 2001

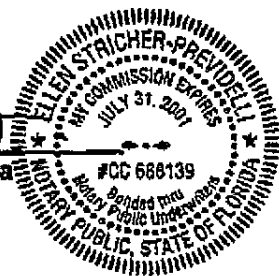
Signature of Luis Carlos S. De Faria
Luis Carlos S. De Faria
Director/President

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Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Luiz Carlos S. De Faria, who after showing Passport/ID # CH 366381 as identity and being duly sworn by me, depose and say that she signed the above Amendment to Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 15th day of January, 2001.

Signature of Notary Public
Notary Public, State of Florida
My commission expires:



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