

PO4000140007

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

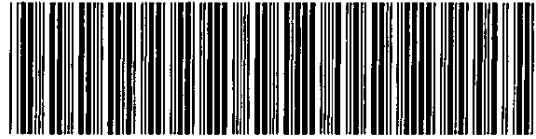
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

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10/26/07

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FENIX USA INC

DOCUMENT NUMBER: P04000140007

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JEANNETT ROJAS DE BELLO
(Name of Contact Person)

FENIX USA INC
(Firm/ Company)

1532 CEDAR LAKE DR
(Address)

ORLANDO, FL 32824
(City/ State and Zip Code)

For further information concerning this matter, please call:

JEANNETT ROJAS DE BELLO at (407) 766-2063
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|---|---|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
OCT 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FENIX USA INC

(Name of corporation as currently filed with the Florida Dept. of State)

P04000140007

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

ARTICLE VII: ADD OFFICER

NAME: RESIDUOS SOLIDOS FENIX LTDA

ADDRESS: Carrera 68A # 23-47. Apt 302, Bogota, Colombia

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 10/01/2007

Effective date if applicable: 10/01/2007
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

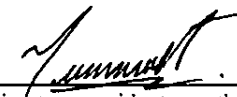
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JEANNETT ROJAS DE BELLO
(Typed or printed name of person signing)

DP
(Title of person signing)

FILING FEE: \$35

FENIX USA INC

Minute of the Meeting dated October 1st , 2007

MINUTE OF MEETING HELD IN
R.C. TAX SERVICE, KISSIMMEE FLORIDA
THROUGH VIDEO CONFERENCE
ON MONDAY OCTOBER 1st ,2007

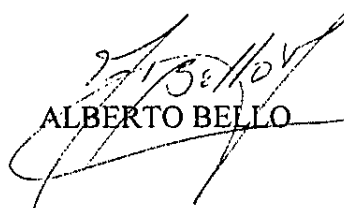
Present: Jeannett Rojas, Daniel A. Bello, Paula J. Bello, and Alberto Bello.

1. Presentation and inclusion of new Partner to the Corporation FENIX USA INC. Name: RESIDUOS SOLIDOS FENIX LTDA. Located at Cra. 68A # 23 – 47 Apt. 302 Bogota – Colombia.
2. Distribution of shares: RESIDUOS SOLIDOS FENIX LTDA 330 stock shares issued , a total percentage of ownership of 55%, Daniel Bello 120 stock shares issued , a total percentage of ownership of 20%, Paula Bello 120 stock shares issued , a total percentage of ownership of 20%, Jeannett rojas 18 stock shares issued , a total percentage of ownership of 3% , Alberto Bello 12 stock shares issued , a total percentage of ownership of 2%, For a Total of 600 stock shares issued to the stockholders.
3. Confirmation of the position: Director President Jeannett Rojas, Director Vice President Daniel Bello, Director Secretary Paula Bello, and Director Broker Alberto Bello.
4. Approval of the modifications established in this minute meeting: After the lecture and review of the changes made, all members of the Board approve and ratify the inclusion of RESIDUOS SOLIDOS FENIX LTDA as partner of FENIX USA INC.


DANIEL A BELLO ROJAS


PAULA BELLO ROJAS


JEANNETT ROJAS


ALBERTO BELLO