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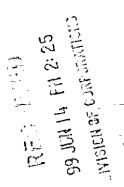
: EMPIRE CORPORATE KIT COMPANY Account Name

Account Number: 072450003255 : (305)541-3694 Phone

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BASIC AMENDMENT

BLOUBERG USA, INC.



P.01/03

Certificate of Status	O DESCRIPTION OF THE PROPERTY
Certified Copy	0
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BLOUBERG USA, INC.

P99000001896

PURSUANT TO THE PROVISIONS OF SELECTION 607,1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: AMENDMENT ADOPTED:

1 -- The New Board of Directors for this corforation is:

ROMULO BARBOSA DA SILVA PRESIDENT, SECRETARY, DIRECTOR & REGISTERING AGENT

> RIQUELME SUELY VARGASLEONEL E SILVA VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS: 8201 NW 66^{HI} STREET SUITE 5 MIAMI, FLORIDA 33166

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OF CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 14TH 1999.

FOURTH: ADOPTIONS OF AMENDMENTS:

X. THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED. THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES

CAST FOR THE AMENDMENT(s) WAS/WERF SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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) SIGNED THIS 14TH DAY OF JUNE, 1999

BLOUBERG USA, INC

(Chairgian or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)
Typod or printed name; ROMULO BARBOSA DA SILVA & RIQUELME SUELY VARGASLEONEL E SILVA

Pille: INCORPORATOR | DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR. 8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

P. 02/03

(3)

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT BLOUBERG USA, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED ROMULO BARBOSA DA SILVA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF BLOUBERG USA, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF RECHISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 14th DAY OF JUNE, 1999.

ROMULO BARBOSA DA SILVA

Registered Agent

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED ROMULO BARBOSA DA SILVA, FLORIDA, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I MAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID THIS 14th DAY OF JUNE, 1999.

NOTARY PUBLIC STARROF FLORIDA AT LARGE

My commission expires:

OFFICIAL NOTARY SHAL GUILLERMO M UBIETA NOTARY PUBLIC STATE OF FLORIDA GOMMISSION NO. CC548860 MY COMMISSION EXP. APR. 21,2000

PREPARED BY: GUILLERMO UBIETA, JR. 8051 NORTH WEST 36^{TI} STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511