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ARVESÚ URDANETA CALZADILLA & PÉREZ-BURELLI

AN INTERNATIONAL LAW FIRM

MANUEL M. ARVESÚ
JUAN VICENTE URDANETA*

EDUARDO A. EXPOSITO...

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†CERTIFIED TAX ATTORNEY
‡ADMITTED ONLY IN PENNSYLVANIA
**ADMITTED ONLY IN VENEZUELA

March 25, 2002

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*****43.75 *****43.75

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: Valven Trading & Investments Inc.

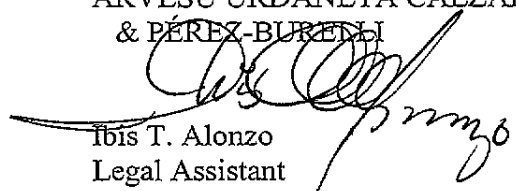
Dear Sir/Madam:

In connection with the above-referenced matter, enclosed for filing please find *Articles of Amendment to Articles of Incorporation*, along with a check in the amount of \$43.75 to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Total	\$ 43.75

Please return the certified copy to us at the above address. Should you have any questions concerning this filing, please feel free to contact our office.

Sincerely,
ARVESÚ URDANETA CALZADILLA
& PÉREZ-BURELLI


Ibis T. Alonzo
Legal Assistant

/ita
Encls.

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FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 2002 MAR 28 AM 11:23

Amendment
LFS 4-4-02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAR 28 AM 11:23

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
VALVEN TRADING & INVESTMENT INC.**

The undersigned, being the sole incorporator of **VALVEN TRADING & INVESTMENT INC.**, a Florida corporation, does hereby certify as follows:

1. The name of this corporation is **VALVEN TRADING & INVESTMENT INC.**
2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE VII - Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of its board of directors. The Corporation shall have **two (2)** directors. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the first member of the board of directors are:

Name:

Address:

Juan Jose Schroedel

888 Brickell Avenue, 5th Floor
Miami, Florida 33131

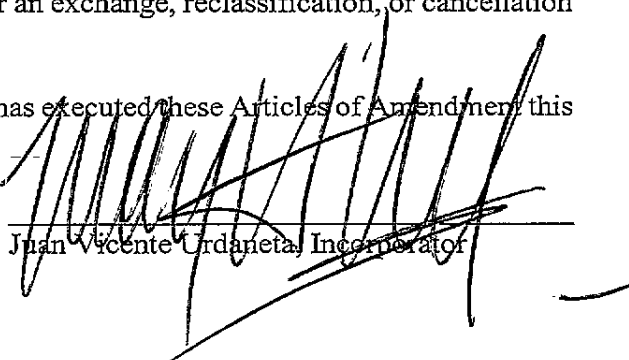
Carmen Wong

888 Brickell Avenue, 5th Floor
Miami, Florida 33131

3. This amendment was adopted by the sole incorporator of this corporation on March 20th, 2002 before the issuance of shares. Pursuant to Section 607.1005 of the Florida Statutes, no shareholder action is required.

4. This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

20th IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this day of March, 2002.




Juan Vicente Urdaneta, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 20th day of March, 2002, by JUAN VICENTE URDANETA, as Incorporator of **VALVEN TRADING & INVESTMENT INC.**, a Florida corporation on behalf of the corporation, who is personally known to me or has produced _____ as identification and () did () did not take an oath.



NOTARY PUBLIC
State of Florida
My commission expires:



ibis T Alonzo
My Commission CC924882
Expires April 03, 2004