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BASIC AMENDMENT

BRASPEROLA TILE & MARBLE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 AUG -6 PM 3:38

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

BRASPEROLA TILE & MARBLE, INC.

(Present name)

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida profit corporation adopts the following articles of Amendment to its articles of incorporation:

April 19, 2004

First : Amendment(s) adopted: AMENDED.

ARTICLE VI - SUBSCRIBERS

ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

ARTICLE XVI - BOARD OF DIRECTORS

Second : The date of Adoption of the Amendments.

Third: Adoption of Amendments.



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H04000082762 3**First: Articles Amended****ARTICLE VI - SUBSCRIBERS**

This corporation NOW has three (3) Shareholder(s). The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

NAME	ADDRESS	SHARES
Edson V. de Andrade President	5390 NW 32 nd CT. MARGATE, FL 33063	45%
Pablo Velasquez Secretary	4412 NW 41 PL. Coconut Creek, FL 33073	45%
Angela Maria Rosa Treasurer	5390 NW 32 nd CT. MARGATE, FL 33063	10%

ARTICLE XVI - BOARD OF DIRECTORS

This Corporation has three (3) Officers. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office have been elected and qualified, are as follows:

NAME	ADDRESS
Edson V. de Andrade President	5390 NW 32 nd CT. MARGATE, FL 33063
Pablo Velasquez Secretary	4412 NW 41 PL. Coconut Creek, FL 33073
Angela Maria Rosa Treasurer	5390 NW 32 nd CT. MARGATE, FL 33063



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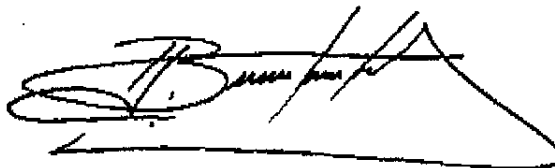
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ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT

The NEW Street, Address, City and State of the new Registered Office of this corporation are 1261 E. Sample Road - Pompano Beach, FL 33064 and the name of the new Registered Agent is Tax House Corporation.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Breno R. Gomes - President

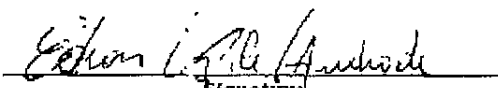
Second: The date of adoption of the amendments.

The date of adoption of the amendments was April 19, 2004.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this April 19, 2004.


Signature
EDSON S. DE ANDRADE
President



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The resigning officer of this corporation, resigning on this date, is:



Signature
NATAN M. PAMIATO DESOUZA
Secretary



Signature
HIRAM PEREIRA
Treasurer



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