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THE UNITED STATES CORPORATION COMPANY

FILED 98 JUL 23 PM 3:34 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 901429 4336650
AUTHORIZATION : Patricia Pizoto
COST LIMIT : \$ 87.50

ORDER DATE : July 22, 1998
ORDER TIME : 9:39 AM
ORDER NO. : 901429-005
CUSTOMER NO: 4336650

amend

CUSTOMER: John Pantin, Esq
Baker & Mckenzie
Suite 1900
1200 Brickell Ave
Miami, FL 33131

400002596264--4

DOMESTIC AMENDMENT FILING

NAME: CARGIL INTERNATIONAL CORP.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED 98 JUL 23 AM 10:37 DIVISION OF CORPORATION

DK 7/23/98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARGIL INTERNATIONAL CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is CARGIL INTERNATIONAL CORP. (the "Corporation").

2. In order to increase the number of authorized shares of common stock of the Corporation, Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE IV

The aggregate number of shares of capital stock which this corporation shall have authority to issue is ten thousand (10,000) shares of common stock, par value \$0.01 per share."

3. The amendment to the articles of incorporation effecting an increase in the number of authorized shares of common stock shall be effective as of 12:01 a.m., EST, on July 23, 1998.

4. The amendment was unanimously adopted by the Board of Directors and sole shareholder of the Corporation pursuant to a written consent on July 20, 1998.

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed these Articles of Amendment this 22nd day of July, 1998.

CARGIL INTERNATIONAL CORP.

By: _____

Giraldo Leyva
President