

Division of Corporations

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K34022

Florida Department of State

Division of Corporations

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Katharine Harris, Secretary of State

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Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : ATLAS, PEARLMAN, TROP & BORKSON, P.A. - *MPM*

Account Number : 076247002423

Phone : (954) 763-1200

Fax Number : (954) 766-7800

BASIC AMENDMENT

WEATHER ALL MANUFACTURING USA INC.

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Monday, March 22, 1999

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 22, 1999

WEATHER ALL MANUFACTURING USA INC.
203 WAYMOUTH HARBOR COVE
LONGWOOD, FL 32779

SUBJECT: WEATHER ALL MANUFACTURING USA INC.
REF: K34022

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Darlene Connell
Corporate Specialist

FAX And. #: F99000006752
Letter Number: 699A00014109

ATLAS PEARLMAN TROP & BORKSON

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March 24, 1999

VIA FACSIMILE

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
ATTN: Karen Gibson

Re: Weather All Manufacturing USA Inc. (the "Company")
Our File No. 6017.0100

Dear Ms. Gibson:

On behalf of the Company, and in connection with the filing of the Amendment to change the name of the Company, the general English translation of CERRO DORADO is "golden brown hills."

Should you have any questions, please do not hesitate to contact me at (954) 766-7829.

Thank you.

Sincerely,



Myra Mahoney
Corporate Paralegal

99/6017.100/142578.1

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 24, 1999

WEATHER ALL MANUFACTURING USA INC.
203 WAYMOUTH HARBOR COVE
LONGWOOD, FL 32779

SUBJECT: WEATHER ALL MANUFACTURING USA INC.
REF: K34022

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Karen Gibson
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WEATHER ALL MANUFACTURING USA INC.

Pursuant to Sections 607.1006 and 607.1003 of the Business Corporation Act of the State of Florida, the undersigned President of Weather All Manufacturing USA Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #K34022 does hereby certify:

First: that pursuant to a Written Consent of the Board of Directors and Majority Shareholders of said Corporation dated March 19, 1999, the Board of Directors and Majority Shareholders approved the following amendment to the Corporation's Articles of Incorporation creating the series of preferred stock as follows:

Articles I and IV of the Articles of Incorporation of this Corporation are amended to read in their entirety as follows:

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be Cerro Dorado, Inc.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100,000,000 shares of common stock, par value \$.001 per share and 500,000 shares of Preferred Stock, par value \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

Robert J. Burnett, Esq., Florida Bar No. 0117978
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Ste. 1900
Ft. Lauderdale, FL 33301 (954) 763-1200

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The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Written Consent of the Board of Directors and Majority Shareholders of the Corporation dated March 19, 1999 acting unanimously pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be affixed this 19th day of March, 1999.



Mitch Adam, President