

PO0000046842

CRISTINA P. FERNANDEZ

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May 26, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

FILED
00 MAY 31 AM 8:14
TALLAHASSEE, FLORIDA

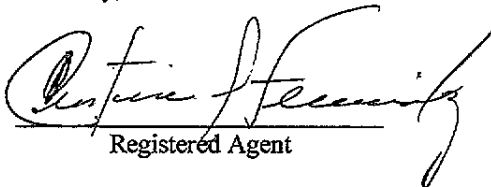
Dear Sir/Madam:

Please find enclosed the Articles of Amendment of:

BRASIL SUL, INC.

We are also attaching herewith a check payable to the Secretary of State in the amount of \$ 43.75;
\$ 35.00 for its filing fees, and \$ 8.75 for a stamped copy and certified Articles of Amendment.

Sincerely,


Registered Agent

Amend
6-9-00
PMS

NOTE: SHOULD YOU HAVE ANY QUESTION REGARDING THE ABOVE, PLEASE CALL:

CRISTINA P. FERNANDEZ
(305) 866-9818

BRASIL, SUL, INC.

Articles of Amendments

FILED
00 MAY 31 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A special meeting of the shareholders of **BRASIL, SUL, INC. (Florida Chapter P00000046842)**, a Florida Corporation, was held at the hour of 4:00 p.m. on the 25th. of May, 2000 at the offices of the corporation, located at 1840 NW 95th. Ave, Suite 202, Miami, FL 33172.

The Director of the Corporation, Mr. Carlos Ary Zuvi called to order.

On motion made and carried out by the affirmative vote of the majority of the shares, Mrs. CAROLINA BEATRIZ SAMMARTINO is accepted as a Officer-Director of the Corporation, and Mr. Carlos Ary Zuvi was appointed as Secretary of the corporation. An amendment to the Articles of Incorporation was adopted, as follows:

ARTICLE VII

The number of directors constituting the initial board of directors is 4, and the name and addresses of the person or persons who are to serve as directors until the next annual meeting will be:

Name		Address
SERGIO ADRIAN RATZIN	President	La Pampa 3191, 6to. Piso # 13, CP 1428, Buenos Aires, Argentina.
LAURA ALEJANDRA WAINER	Vice-Pres	La Pampa 3191, 6to. Piso # 13, CP 1428, Buenos Aires, Argentina.
CARLOS ARY ZUVI	Secretary	250 180 th . Drive, Apt 204, Sunny Isles, FL 33160.
CAROLINA BEATRIZ SAMMARTINO	Officer-Director	250 180 th . Drive, Apt 204, Sunny Isles, FL 33160.

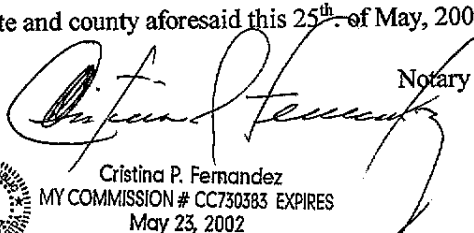


Carlos Ary Zuvi
Director

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Carlos Ary Zuvi, known to me and known by me to be the person who executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 25th. of May, 2000.


Notary Public, State of Florida at Large



Cristina P. Fernandez
MY COMMISSION # CC730383 EXPIRES
May 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.