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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROTABACO S.A., CORP.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. Coulliette APR 08 2002

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-04/08/02--01050--011
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Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROTABACO S.A., CORP.**

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TALLAHASSEE, FLORIDA

Pursuant to section 607-1006, Florida Statute, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The corporation adopted the following amendment to the articles of incorporation:

ARTICLE IX: The names and post office of the members of the board of directors and the slate of corporate officers are as follows:

**ELIYAHU NINIO
PRESIDENT**

**6595 NW 36TH STREET STE 101-B
MIAMI, FL 33021**

**JAIME CUEVA
VICE PRESIDENT**

**6595 NW 36TH STREET STE 101-B
MIAMI, FL 33021**

SECOND: The amendment was adopted by all shareholders of the corporation on the
2ND DAY OF APRIL 2002.


**JAIME CUEVA
VICE PRESIDENT**