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BASIC AMENDMENT

PRIMERA CLASE INTERNACIONAL, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 5, 2001

PRIMERA CLASE INTERNACIONAL, INC. 6039 COLLINS AVENUE #1734 MIAMI BEACH, FL 33140

SUBJECT: PRIMERA CLASE INTERNACIONAL, INC.

REF: P00000059774

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please list a title for Article II within the document. Our records reflect Article II being PRINCIPAL OFFICE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell Corporate Specialist FAX Aud. #: H01000024169 Letter Number: 601A00013655

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

groups.

(((401000024169)))

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

PRIMERA CLASE INTERNACIONAL, INC. (present name)				
Pursuant to	o the provisions of section 607.1006, Florida Statutes, the undersigned corporator of amendments to the articles of incorporation:	tion adopts the		
FIRST:	Amendment(s) adopted: Article VII - Shareholders Delete: Centimetro por Columna y Cia Ltda - 51% Add: Athenea Editores y Medios Digitales S.A 27% Virtual Technologies Mercadeo Interactivo, Ltda 9%	DIV <mark>S</mark> 2001		
	Ximena Barbosa Valencia – 15% Article II – PRINCIPAL OFFICE Delete: 6039 Collins Ave., Suite 1734 Miami Beach, Florida 33140	SECRETARY OF STATE ISION OF CORPORATION		
SECOND	Add: 10350 West Bay Harbor Drive, Suite 2G Bay Harbor Islands, Florida 33154 If an amendment provide for an exchange, reclasification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows.	STATE DRATIONS 4:53		
	N/A			
THIRD:	The date of each amendment's adoption: 03/01/01			
FOURTH:	Adoption of Amendment(s) (check one).			
 -	The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.			
<u>X_</u>	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			

The amendment(s) was/were approved by the shareholders through voting