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BASIC AMENDMENT

SUN BRAZIL TRAVEL, INC.

Certificate of Status	0
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Amendment
1-3-01

1/2/01 10:23 AM

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AMENDMENT TO ARTICLES OF INCORPORATION

OF

SUN BRAZIL TRAVEL, INC.

We, the undersigned, hereby for the purpose of amending the Articles of Incorporation of the corporation organized under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, incorporated on July 14, 2000 under number P00-0000-67548 with the Secretary of State, amend the original Articles numbered VIII and IX as follows. All other Articles of Incorporation remain unaltered and in force.

ARTICLE VIII - BOARD OF DIRECTORS

The number of the board of directors of the Corporation shall not be less than one person. No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors. The name and post office address of the Board of Directors, who, subject to the provisions of the Certification of Incorporation, the By-Laws and the acts of legislature, shall hold office for the first year of the corporation's existence, or until successors are elected and shall be duly qualified, is:

LUIZ FRANCISCO AVALLONI Director-President/Secretary/Treasurer
200 Biscayne Blvd. Way, Suite 12-E
Miami, Florida 33131

ELEONORA SOUZA RAMOS PEREIRA Director/Vice-President
Alameda Joaquim Eugenio de Lima, 1094 - Apt. 105
São Paulo, SP - BRAZIL

ARTICLE IX

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation. The Board of Shareholders is:

ROSA MASSOTI TURISMO E INTERCAMBIO LTDA. 510 Shares
Rua Eduardo Tomanik, 204 - Chacara Urbana
Jundiaí, SP 13200-400 - BRAZIL

ELEONORA SOUZA RAMOS PEREIRA 245 Shares
Alameda Joaquim Eugenio de Lima, 1094 - Apt. 105
São Paulo, SP - BRAZIL

LUIZ FRANCISCO AVALLONI 245 Shares
200 Biscayne Blvd. Way, Suite 12-E
Miami, Florida 33131

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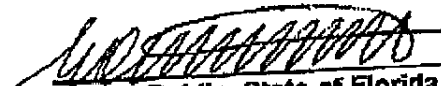
Amendment adopted this 20th day of December, 2000. The amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

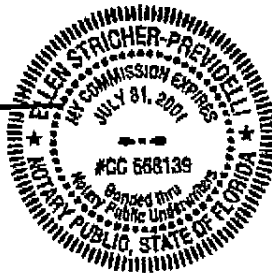
Signed at Miami, Miami-Dade County, Florida, this December 20, 2000


Luiz Francisco Avalloni
 Director/President and Shareholder

Before me, the undersigned authority, duly authorized to administer oaths and receive acknowledgements, personally appeared Luiz Francisco Avalloni, who after showing known to me as identity and being duly sworn by me, depose and say that she signed the above Amendment to Articles of Incorporation for the purposes therein set forth.

WITNESS my hand and official seal at Miami, Dade County, Florida, This 27 day of December, 2000


 Notary Public, State of Florida
 My commission expires:



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