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Thursday, September 26, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

URGENT - RUSH REQUEST

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT - 1 PM 3:35

Re: **Amendment to the Articles of Incorporation of Filhos 1500 Corp.**
Ou File 02-CF-41

900008126609--1
-10/01/02--01040--004
*****35.00 *****35.00

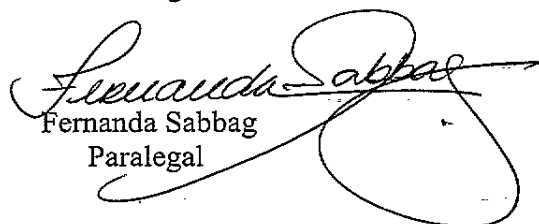
Dear Sir or Madam:

Enclosed please find the Amendment to the Articles of Incorporation of Filhos 1500 Corp., a Florida corporation, together with our firm's check correspondent to the filing fee.

Lastly, please note that my daytime telephone number is (305) 270-3145 and the return address is 7700 North Kendall Drive, Suite 809, Miami, Florida 33156. Please make sure to send any correspondence to my attention.

Thank you for your prompt attention to this matter.

Very truly yours,
Woodbridge & Salazar LLP


Fernanda Sabbag
Paralegal

Amend

V SHEPARD OCT 3 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FILHOS 1500 CORP.**

SECRETARY FILED
DIVISION OF CORPORATIONS
02 OCT -1 PM 3:35

DOCUMENT NUMBER P06000087284

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate articles number(s) being amended, added or deleted)*

The corporation's Articles of Incorporation shall be modified as follows:

1. The principal address and mailing address of this corporation shall be 7700 North Kendall Drive, Suite 809, Miami, Florida 33156, effective immediately.
2. The name and address of the new registered agent shall be German A. Salazar, 7700 North Kendall Drive, Suite 809, Miami, Florida 33156, effective immediately.
3. MARIO QUADROS shall hereby resign from his offices and directorships in the corporation, and the following individuals shall be elected the sole officers and directors of the corporation, effective immediately:

ALMERINDA SANTOS – Sole Director, President, Secretary and Treasurer

HECTOR BETANCOURT – Vice-President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 26th day of September, 2002.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

() 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 groups. *The following statement must be separately provided for each voting entitled to vote separately on the amendment(s):*

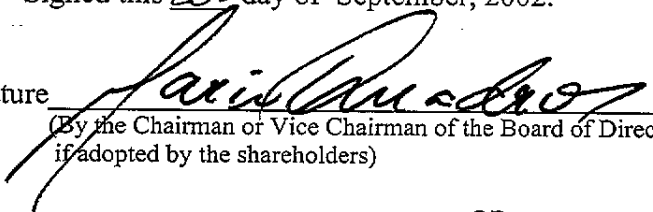
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

() The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of September, 2002.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARIO QUADROS

(Typed or printed name)

SOLE DIRECTOR

(Title)

ACCEPTANCE:

German A. Salazar hereby accepts the appointment of Registered Agent and confirms that he is familiar with and accepts the obligations of the position.



German A. Salazar