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DIVISION OF CORPORATIONS

BASIC AMENDMENT

BRASIL IMOVEIS REAL ESTATE, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

BRASIL IMOVEIS REAL ESTATE, INC.

(Present name)

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:

October 30, 2003

First: Amendment(s) adopted: **AMENDED.**

ARTICLE V - LOCATION

ARTICLE VI - SHAREHOLDERS

ARTICLE XIII - REGISTERED OFFICE / AGENT

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.



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833 E Sample Rd. - Pompano Beach, FL 33064
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100 Concord Street - Framingham, MA 01701

Phone (954) 782-4000 - Fax (954) 782-8252
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First: Articles AmendedARTICLE V - LOCATION

The NEW Street, Address, City and State in which the principal office of the corporation is to be located are 900 E. Atlantic Blvd. #3, Pompano Beach, FL 33060. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - SHAREHOLDERS

This corporation has one (1) Shareholder(s). The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Molises Dobelin <u>President</u>	900 E. Atlantic Blvd. #3, Pompano Beach, FL 33060	100%



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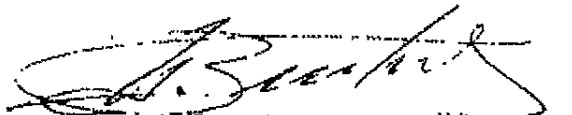
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ARTICLE XIII - REGISTERED OFFICE / AGENT

The NEW Street, Address, City and State of the new Registered Office of this corporation are 1261 E. Sample Road, Pompano Beach, FL 33064 and the name of the new Registered Agent is Tax House Corporation.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Tax House Corporation
Breno R. Gomes
President

ARTICLE XVI - BOARD OF DIRECTORS

The initial President, Elizeu Nascimento, is no longer part of the board of directors of this Corporation. This Corporation has one (1) Officer(s). The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Moises Dobclin President	900 E. Atlantic Blvd. #3, Pompano Beach, FL 33060

Second: The date of adoption of the amendments.

The date of adoption of the amendments was October 30, 2003.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this October 30, 2003.

Signature
MOISES DOBELIN
President

The resigning officer of this corporation, resigning on this date, is:

Signature
ELIZEU NASCIMENTO
President



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