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Division of Corporations

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BASIC AMENDMENT

WALMER GROUP CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION
OF WALMER GROUP CORPORATION**

Pursuant to the applicable provisions of Florida Statutes,
the undersigned Corporation adopts the following Articles of
Amendment to its Articles of Incorporation.

First: The name of the Corporation is **WALMER
GROUP CORPORATION**

Second: The following amendments to the Articles of
Incorporation were adopted:

Article 7 is hereby deleted in its entirety and replaced with the
following:

The number of Directors constituting the Board of Directors
of the Corporation is three (3). The names and addresses of the
persons who are to serve as members of the Board of Directors
are:

Carlos Tilly

18829 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180

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Hector Liberman 18829 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180

Juan Esteban Zellner 18829 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180

Article 8 is hereby deleted in its entirety and replaced with the following:

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of three (3) Directors.

B. Contracts, deeds, loans, borrowings, documents and instruments shall only be effective if consented to in writing by all 3 Directors. Consent may be evidenced via e-mail. The use of a specific pronoun in these Articles, such as he or his, shall include the singular or plural, all genders including it, whenever the context so requires.

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Article 10 is hereby deleted in its entirety and replaced with the following:

A. Stockholder Agreement. The Corporation and its Stockholders have entered into an agreement, (as amended from time to time) restricting the transferability or encumbrance of the stock of the Corporation, and other matters pertaining to the operations of the Corporation. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreement.

B. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any

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action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

Article 12 is hereby deleted in its entirety and replaced with the following:

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by one hundred (100%) percent of the issued and outstanding stock.

B. Notwithstanding the amending process contained in Paragraph A above, amendments may be made upon written approval by all of the Stockholders.

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Article 13 is hereby deleted in its entirety and replaced with the following:

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the Corporation without first complying with the terms of the shareholder agreement referred to in Article 10 A. above.

Each share certificate issued by the Corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS AND OTHER MATTERS PERTAINING TO THE OPERATION OF THE CORPORATION IMPOSED BY A SHAREHOLDER AGREEMENT (AS AMENDED FROM TIME TO TIME) AMONG THE SHAREHOLDERS AND THE CORPORATION. A COPY OF SUCH AGREEMENT (INCLUDING ANY AMENDMENTS THERETO) IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

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These amendments were unanimously adopted by all of the
shareholders and directors of the Corporation on July 19th, 02
2002.

By: 

Date: 07.19.02
CARLOS TILLY, President

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