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March 18, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EXPLORER INTERNATIONAL, INC.
1110 BRICKELL AVENUE, SUITE 310
MIAMI, FL 33131

SUBJECT: EXPLORER INTERNATIONAL, INC.
REF: P01000003354

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Teresa Brown
Regulatory Specialist II

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
EXPLORER INTERNATIONAL INC.

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Pursuant to the provisions of Florida Statute 607.1006 the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The Articles of Incorporation is amended as follows:

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

The Directors of the Corporation are the following individuals:

JOSE DE CAMARGO – Director
JOSE ERNESTO FREITAS DE CAMARGO – Director
JOAO CARLOS FREITAS DE CAMARGO – Director

The Officers of the Corporation are the following individuals:

JOSE DE CAMARGO – President
JOSE ERNESTO FREITAS DE CAMARGO – Vice-President
JOAO CARLOS FREITAS DE CAMARGO – Secretary

The individuals appointed to serve as President and Vice-President, as stated above, will hold the office of President and/or Vice-President for life.

The business and affairs of the Corporation shall be managed by, or shall be under the direction of the Directors of the Corporation, who shall approve any and all actions to be carried out by the Corporation by a Resolution of Directors. The Bylaws of the Corporation or the Articles of Incorporation can only be amended by a Resolution of the Directors.

"Resolution of Directors" shall mean:

- (i) as long as Jose De Camargo is President or Jose Ernesto Freitas De Camargo is Vice President, a resolution approved at a duly convened and constituted meeting of directors of the Corporation by at least one of the directors of the Corporation, if such director is also the President or the Vice President of the Corporation; or a resolution consented to in writing by at least one of the directors of the Corporation, if such director is the President or the Vice President of the Corporation; or
- (ii) a resolution approved at a duly convened and constituted meeting of directors of the Corporation by a simple majority of directors or a resolution consented to in writing by an absolute majority of directors, once Jose De Camargo is President and Jose Ernesto Freitas De Camargo is Vice-President are no longer holding the offices of the President and the Vice President, respectively.

Subject to any subsequent amendment to change the number of directors, the number of the directors shall be not less than one or more than five. Two of the directors shall be appointed for life as provided above and shall be designated as President and Vice President of the Corporation. Upon the death, incapacity or resignation of the designated President and Vice President of the Corporation as appointed above, such positions will be replaced by a vote of the majority of the shareholders of the Corporation.

Each director, shall hold office for the term, if any, fixed by the Resolution of Directors appointing him, or until his earlier death, resignation or removal. If no term is fixed on the appointment of a director, the director serves indefinitely until his earlier death, resignation or removal.

A director may be removed from office, as follows:

- a. with or without cause by a Resolution of Directors;
- b. with or without cause at any moment after the death or earlier resignation of Jose De Camargo as the President, and Jose Ernesto Freitas De Camargo as the Vice President, by a resolution of Shareholders; or
- c. if he or she becomes bankrupt or makes any arrangement or composition with his creditors generally.

In addition to the above, any director or officer, including Jose De Camargo as

the President or Jose Ernesto Freitas De Camargo as the Vice President, shall be removed if such director or officer becomes of unsound mind, or of such infirm health as to be incapable of managing his affairs.

So long as Jose De Camargo is President or Jose Ernesto Freitas De Camargo is Vice President of the Corporation, only the President or Vice President may call a meeting of the directors and the quorum requirements will be deemed met if either one is present at the meeting.

2. The provisions of the amended Article IV (above) shall by virtue of the filing of the Amendment to the Articles of Incorporation with the Florida Secretary of State, Division of Corporations, automatically be incorporated in the Bylaws of the Corporation. If the provisions of the amended Article IV conflict with any of the provision of the Bylaws of the Corporation, the terms, provisions and definition stated in the amended Article IV above shall supercede and prevail as the true and correct term, provision and/or definition as to the description, function, rules of operation and objectives of the Board of Directors and officers of the Corporation.

3. The Document Number of the Corporation is P0100003354.

4. This Amendment was been unanimously adopted by the Directors and Shareholders on March 13th 2009. The number of votes cast for the amendment were sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation of the Corporation, have been executed this 13th day of March, 2009.

EXPLORER INTERNATIONAL, INC., a Florida
corporation

By: 
Jose de Camargo, Director

The foregoing instrument was acknowledged before me this 2nd day of March, 2009, by Jose de Camargo, as Director of EXPLORER INTERNATIONAL, INC., a Florida corporation, on behalf of said corporation.

NOTARY PUBLIC

My Commission Expires: _____

Personally Known OR Produced Identification

Type of Identification Produced: _____



Teresita Bregolat-Castro
Commission # DD442887
Expires September 14, 2009
Notary Public - Notary Seal, Inc. 800-363-7019