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BASIC AMENDMENT

DUPE USA, INC.

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Amend Nov 9
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11/8/2004

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DUPE USA, INC.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1. BOARD OF DIRECTORS:

New CEO: Rosangela M Pedrosa
Former President: Andre Pedrosa

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 FOLLOW.

THE DATE OF EACH AMENDMENT'S ADOPTION: October 21, 2004

ADOPTIONS OF AMENDMENTS:

 X THE AMENDMENT (S) WAS/WERE ADOPTED BY THE INCORPORATORS
OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND
SHAREHOLDER ACTION WAS NOT REQUIRED.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS.
THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE
SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS
THROUGH VOTING GROUPS. (THE FOLLOWING STATEMENT MUST BE
SEPARATELY APPROVED 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)

SIGNED THIS:

By, 

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

TYPED OR PRINTED NAME: Carlos Eduardo Goncalves
TITLE: Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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