

P01000075834

MOISES T. GRAYSON, ESQ.

BLAXBERG, GRAYSON, KUKOFF & SEGAL, P.A.

25 S.E. Second Avenue - Suite 730

Miami, Florida 33131

Phone Number: 305-379-2300

Fax Number: 305-371-6816

Email Address: GRAYSON@BLAXGRAY.COM

000006235120--0

-07/05/02--01090--020

*****35.00 *****35.00

July 1

2002

Secretary of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

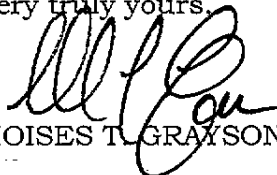
Re: **Articles of Amendment**
Brazilian Tobacco Association, Inc.
Our File # _____

FILED
02 AUG 16 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314

Dear Sir/Madam:

Enclosed please find and original and one copy of Articles of Amendment. Please file the original with the Secretary of State and return the copy reflecting the date of filing to this office in the envelope provided for that purpose. The necessary filing fee of \$35.00 is enclosed.

Very truly yours,


MOISES T. GRAYSON

MTG/leaser/3730

P01000075834
5 Pgs Amend on
8-16-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 12, 2002

MOISES T. GRAYSON
25 S.E. SECOND AVE., SUITE 730
MIAMI, FL 33131

SUBJECT: BRAZILIAN TOBACCO ASSOCIATION, INC.
Ref. Number: P01000075834

We have received your document for BRAZILIAN TOBACCO ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The name of the entity must be identical throughout the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 702A00043375

RECEIVED
02 AUG 16 AM 8:30
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
OF
BRAZILIAN TOBACCO ASSOCIATION, INC.**

1. Article I of the Articles of Incorporation of Brazilian Tobacco Association, Inc., are hereby amended as follows:

ARTICLES OF INCORPORATION OF

Brazilian Tobacco Association, Inc.

1. CORPORATE NAME

The name of this corporation shall be: Brazilian Tobacco Association, Inc.

2. NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.


3. CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of common stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

4. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Registered Agent and Registered Office in the State of Florida shall be: John Alexander, 6799 NW 87th Avenue, Miami, Florida 33178.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


John Alexander

5. MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be: 6799 NW 87th Avenue, Miami, Florida 33178

6. BOARD OF DIRECTORS

FILED
02 AUG 16 PM 12:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

ARTICLE VII.

DIRECTOR


The name and post office address of the Director of the Corporation is:

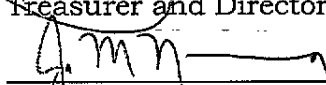
<u>Name</u>	<u>Address</u>
John Alexander	6799 NW 87 th Avenue, Miami, Florida 33178

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

The foregoing Amendment was adopted by all the Stockholders of the Corporation on June 1, 2002.

IN WITNESS wherefore, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment, this 1 day of June, 2002.


John Alexander, as President,
Treasurer and Director

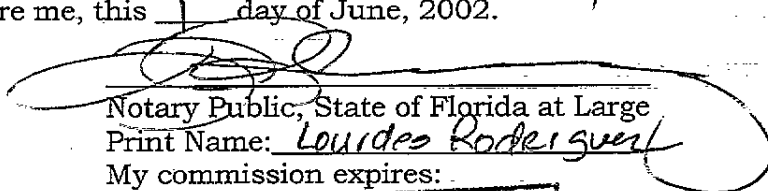

Jose Miguel Norona, as Vice President,
Director and Secretary

STATE OF FLORIDA

COUNTY OF DADE

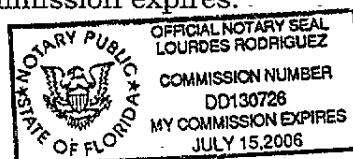
Before me personally appeared John Alexander and Jose Miguel Norona, to me well known and known to me, to be the individuals described in and who executed the foregoing instruments in the capacities stated above for Brazilian Tobacco Association, Inc., a Florida corporation, and severally acknowledged to and swore before me that they executed such instrument in such capacities., of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

SWORN TO and subscribed before me, this 1 day of June, 2002.


Notary Public, State of Florida at Large

Print Name: Lourdes Rodriguez

My commission expires:



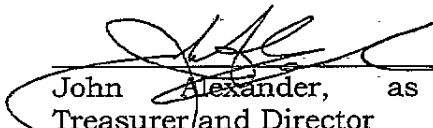
JOINT WRITTEN CONSENT OF
STOCKHOLDERS AND DIRECTORS OF
BRAZILIAN TOBACCO ASSOCIATION, INC.

The undersigned, being all the Stockholders and Directors of Brazilian Tobacco Association, Inc., a Florida corporation, by their signatures hereto pursuant to Chapter 607 of the Florida Statutes, do hereby adopt this written consent in lieu of a formal meeting, waive all notice of the time, place or objects of such meeting, and unanimously consent to, approve and adopt the following corporate acts:

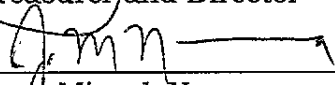
BE IT RESOLVED that the Articles of Incorporation shall be amended as attached hereto as Exhibit "A" and

BE IT FURTHER RESOLVED, that the President and Secretary are hereby authorized to sign any documents and take any actions which may be necessary to effect such action.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 1 day of June, 2002.



John Alexander, as President,
Treasurer and Director



Jose Miguel Norona, as Director, Vice
President and Secretary