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Rosa M. Chavarria, CPA Whittemore Carrigan Chavarria LLP 11282 W Hillsborough Ave Tampa, FL 33635 (813) 854-3233

September 25, 2001

Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

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SUBJECT: BRAPESA, INC.

Enclosed please find an original and one (1) copy of the articles of amendment to articles of incorporation for the above corporation and a check in the amount of \$ 43.75 for filing fees and certificate of status.

Please file the amended articles and return the certified copy to me at the above address.

Sincerely,

ROSA M. CHAVARRIA, CPA

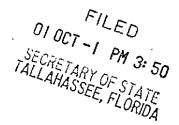
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SECRETARY OF STATE
FALLAHASSEE, FI OBINA

Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BRAPESA, INC.	
(present name)	
P0100088319 (Document Number of Corporation (If known)	·
(Document Number of Corporation (If known)	

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V IS AMENDED AS FOLLOWS: The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. The shares will be issued as follows:

Brapesa Peru 1,000 shares Rodolfo Bressi 5,100 shares Jose Oliveri 3,000 shares Mario Quiroz 900 shares

ARTICLE VI IS AMENDED TO CORRECT THE NAME OF ONE MEMBER OF THE INITIAL BOARD OF DIRECTORS AS FOLLOWS:

Rodolfo Brapesi is corrected to Rodolfo Bressi

SECOND: 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 follows:

IHKD: 1	ne date of each amendment's adoption. SEPTEMBER 20, 2001
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
ū	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
0	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
⊡	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature_	Signed this 21 st day of SEPTEMBER . 2001. (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	ROSA CHAVARRIA (Typed or printed name)
	INCORPORATOR
	(Title)