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(((H02000182864 7)))

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Division of Corporations

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From:

: EMPIRE CORPORATE KIT COMPANY Account Name

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BASIC AMENDMENT

MODEL WORLD USA, CORP.

Certificate of Status	0
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Page Count	03
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4NC-13-5005



FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

August 19, 2002

MODEL WORLD USA, CORP. 2151 NW 157 AVE HOLLYWOOD, FL 33028

SUBJECT: MODEL WORLD USA, CORP.

REF: P01000091421

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

IN THIS CASE, THE SIGNOR'S TITLE MUST INCLUDE "DIRECTOR".

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) 245-6880.

Karen Gibson Corporate Specialist FAX Aud. #: H02000182864 Letter Number: 302A00048762 H02000182864

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

MODEL WORLD USA, CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation,

FIRST:

Amendment adopted: Exchange

Article VIII

Article VIII SUBSCRIBERS

NAME

RICARDO GASPARINI

MATTUA-ME

ADDRESS

Rua Estela 245

Sao Paulo-SP

Brasil 04011-001

SHARES 100%

P01000091421

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
6216 S.W. 8 ST
MIAMI, FL 33144
TEL: (305) 265-1566

MU2 U2/U18781 VA

H02000182864

SECOND:

The date of each amendment's adoption August 16, 2002

THIRD:

Adoption of Amendment

- The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:

"The number of votes east for the amendment was/were sufficient for approval by .

- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of August, 2002.

Signature

Ricardo Gasparini Mattua.

President

H02000182-864