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**BASIC AMENDMENT**

**MODEL WORLD USA, CORP.**

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DIVISION OF CORPORATIONS

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(3)

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MODEL WORLD USA, CORP.

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TALLAHASSEE, FLORIDA

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	ADDRESS	SHARES
RICARDO GASPARINI	Rua Estela 245	100%
MATTUA-ME	Sao Paulo-SP Brasil 04011-001	

PREPARED BY:  
ERNESTO HUERTAS, ACCOUNTANT  
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TEL: (305) 265-1566

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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 cast for the amendment was/were sufficient for approval by .

(X) 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 Mattia.  
Director

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