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Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 AUG 15 AM 11:43

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BASIC AMENDMENT

MODEL WORLD USA, CORP.

RECEIVED

03 AUG 15 AM 7:24

DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT

③

TO

ARTICLES OF INCORPORATION

OF

MODEL WORLD USA, CORP.

FILED
03 AUG 15 AM 11:43
SECRETARY OF STATE
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 MATTUA-ME	Rua Estela 245 Sao Paulo-SP Brasil 04011-001	50%
Ricardo G. Mattua	2151 NW 157 Ave Pembroke Pine, FL 33028	30%
Gilberto Mattua	2151 NW 157 Ave Pembroke Pine, FL 33028	10%
Maria L. Mattua	2151 NW 157 Ave Pembroke Pine, FL 33028	10%

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

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SECOND: The date of each amendment's adoption August 14, 2003

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 14 day of August, 2003.

Signature

Gasparrini

Maria L. Mattua.

Secretary- Director

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