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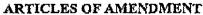
KEVEIVEU 33 AUG 15 AM 7: 24 71S10M OF CORPORATION

BASIC AMENDMENT

MODEL WORLD USA, CORP.

Estimated Charge	\$35.00
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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	ADDRESS	SHARES
RICARDO GASPARINI	Rua Estela 245	50%
MATTUA-ME	Sao Paulo-SP	
	Brasil 04011-001	
Ricardo G. Mattua	2151 NW 157 Ave	30%
	Pembroke Pine, FL 33028	
Gilberto Mattua	2151 NW 157 Ave	10%
	Pembroke Pine, FL 33028	
Maria L. Mattua	2151 NW 157 Ave	10%
	Pembroke Pine, FL 33028	

PREPARED BY: ERNESTO HUERTAS, ACCOUNTANT E & V GREAT PROFESSIONAL, INC 6216 S.W. 8 ST MIAMI, FL 33144 TBL: (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_

Maria L. Mattua.

Secretary- Director

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