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TO:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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03 AUG 18 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MODEL WORLD USA, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

8/18/03
Amend
28

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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

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TALLAHASSEE, FLORIDA

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
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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 *Maria L. Mattua*
Maria L. Mattua
Secretary- Director

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