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BASIC AMENDMENT

W.O. TILE, CORP.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

W.O. TILE, CORP.

(Present name)

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

November 4, 2003

First: Amendment(s) adopted: AMENDED.

ARTICLE I - NAME

ARTICLE VII - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments

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H03000312958 3**First: Articles Amended****ARTICLE I - NAME**

The NEW name of this corporation is *A.O. TILE, CORP.*

ARTICLE XVI - BOARD OF DIRECTORS

The initial Vice-President, Wallace A. Braga, is no longer part of the board of directors of this Corporation. This Corporation has two (2) Officers. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Oswaldino Alves Filho President	661 Cypress Lake, #J Pompano Beach, FL 33064
Ari Teixeira de Oliveira Vice-President	661 Cypress Lake, #J Pompano Beach, FL 33064

Second: The date of adoption of the amendments.

The date of adoption of the amendments was November 4, 2003.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.



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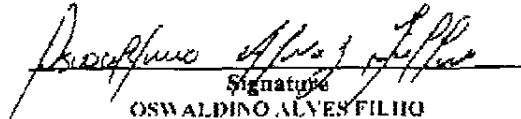
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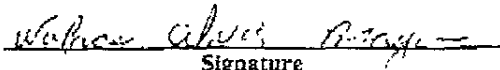
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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this November 4, 2003.


Signature
OSWALDINO ALVES FILHO
President


Signature
ARI TEIXEIRA DE OLIVEIRA
Vice-President

The resigning officer of this corporation, resigning on this date, is:


Signature
WALLACE A. BRAGA
Vice-President



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