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BASIC AMENDMENT

DIVINE INTERNATIONAL CORP.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DIVINE INTERNATIONAL CORP.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1. THE NEW BOARD OF DIRECTORS:

President: Tereza Roberta Fazio

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW.

THE DATE OF EACH AMENDMENT'S ADOPTION: September 9, 2002 ADOPTIONS OF AMENDMENTS:

_____THE AMENDMENT (S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

___X___ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS. (THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).) THE NUMBER OF VOTES CAST FOR THE

· ?((HO2000194122))

AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY IVOTING GROUP

SIGNED THIS: September 9, 2002

By, Tenza Roberta Fazio

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders) TYPED OR PRINTED NAME: Tereza Roberta Fazio

THLE: President