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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SEA POOLS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

AMEND
KRCg-s

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

SEA POOLS, INC..

(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:

August 29, 2002

First: Amendment(s) adopted: AMENDED.

ARTICLE VI - SHAREHOLDERS

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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H02000188231 3**First: Articles Amended****ARTICLE VI - SHAREHOLDERS**

This corporation has one (1) Shareholder(s). The number of Shareholders may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address of The Subscriber of this corporation and the number of shares of stock, and the new position of the stockholders subscribe to by each person signing these Amendment of Articles of Incorporation now is:

NAME	ADDRESS	SHARES
Felipe Cruz de Castro President	8341 Royal Palm Blvd Unit 101 Coral Springs, FL 33065	100%

ARTICLE XVI - BOARD OF DIRECTORS

The initial President/Director, Marcus Vinicius Machado, is no longer part of the board of directors of this Corporation. This Corporation has one (1) Officer. 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:


NAME	ADDRESS
Felipe Cruz de Castro President	8341 Royal Palm Blvd Unit 101 Coral Springs, FL 33065

Second: The date of adoption of the amendments.

The date of adoption of the amendments was August 29, 2002.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.



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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 make the number of shares herein set forth and hereunto set our hands and seals this August 29, 2002.

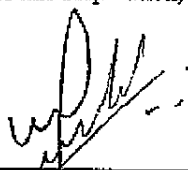


Signature

Felipe Cruz de Castro

President

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



Signature

Marcus Vinicius Machado