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Division of Corporations

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BASIC AMENDMENT

BLACK WATER TILE & MARBLE, INC.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OFSECRETARY OF STATE
TALLAHASSEE, FLORIDA***BLACK WATER TILE & MARBLE, 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:

December 8, 2003

First: Amendment(s) adopted: AMENDED.ARTICLE VI - SHAREHOLDERSARTICLE XVI - BOARD OF DIRECTORSSecond: The date of Adoption of the Amendments.Third: Adoption of Amendments.First: Articles Amended**ARTICLE VI - SHAREHOLDERS**

This corporation has Four (4) 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
Walter Souto Silva President	10555 Ermine Ave. Boca Raton, FL 33428	50%
Katia Sirlene Costa Vice-President	10555 Ermine Ave. Boca Raton, FL 33428	30%
Edson Bento de Souza Secretary	10555 Ermine Ave. Boca Raton, FL 33428	10%
Alexandre Souto Silva Vice-President	10555 Ermine Ave. Boca Raton, FL 33428	10%

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H03000331931 3**ARTICLE XVI - BOARD OF DIRECTORS**

This Corporation has four (4) 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>
Walter Souto Silva President	10555 Ermine Ave. Boca Raton, FL 33428
Katia Sirlene Costa Vice-President	10555 Ermine Ave. Boca Raton, FL 33428
Edson Bento de Souza Secretary	10555 Ermine Ave. Boca Raton, FL 33428
Alexandre Souto Silva Vice-President	10555 Ermine Ave. Boca Raton, FL 33428

Second: The date of adoption of the amendments.

The date of adoption of the amendments was December 8, 2003.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

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 December 8, 2003.



Signature
WALTER S. SILVA
PRESIDENT