P03000038564

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BASIC AMENDMENT

FREE STATE LEATHER INC.

Certificate of Status	0
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C. Coulliette NOV 0 1 2004

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 25, 2004

FREE STATE LEATHER INC.
7400 NW 7TH STREET
110
MIAMI, FL 33126

SUBJECT: FREE STATE LEATHER INC.
REF: P03000038564

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H04000211896
Letter Number: 404A00061186

(((H04000211896)))

Articles of Amendment
to
Articles of Incorporation
of

FREE STATE LEATHER INC.
(Name of corporation as currently filed with the Florida Dept. of State)

P03000038564
(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this ***Florida Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

The new officers will be as follows:
P/Manufacturas Volare S.A : Carrera 44 Nº 10-79.
Bogota, D.C Colombia

P/ 1106744 Ontario, Inc: 2197 Dunwin, Unit #12
Mississagua, ON L5L1X2 Canada

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Manufacturas Volare S.A : 50% Shares
1106744 Ontario, INC 50% Shares

(continued)

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The date of each amendment(s) adoption: 09/28/04

Effective date if applicable: ____________________
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) 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(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ____________________."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28 day of September, 2004

Signature ____________________
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Javier Rincon
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: $35