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Division of Corporations

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Florida Department of State
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BASIC AMENDMENT

KOLOSH AMERICA INC.

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Amendment
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 21, 2003

KOLOSH AMERICA INC.
2665 S BAYSHORE DRIVE STE 703
MIAMI, FL 33133

SUBJECT: KOLOSH AMERICA INC.
REF: P03000105070

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

OUR RECORDS REFLECT THE DATE OF FILING THE ARTICLES OF INCORPORATION OF KOLOSH AMERICA, INC., WAS SEPTEMBER 24, 2003. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000300373
Letter Number: 503A00057376

((H02000300373))

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
KOLOSH AMERICA, INC.**

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

First: The date of filing of the articles of incorporation of KOLOSH AMERICA INC., was Sept 24, 2003.

Second: The following amendment to the articles of incorporation was adopted by the corporation:

ARTICLE IX of the articles of incorporation will be deleted and replaced with the following:

ARTICLE X

OFFICERS/DIRECTORS

The Corporation's initial officers and directors shall be the following individuals:

Director/President

Alvaro Pedó Fernandes da Silva
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE X of the articles of incorporation will be added as follows:

ARTICLE XI

SHAREHOLDERS

The Corporation's initial sole shareholder shall be the following entity:

Kolosh Participações Ltda.
attn. Mr. Romeu Lehn - Chairman
a/c Asesoria Jurídica - Dr. Gerd Förster
Travessa Azevedo, 178 - Bairro Floresta
90.220-200 - Porto Alegre - RS - Brasil

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Third: This amendment was adopted on October 1, 2003.

Fourth: This amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, I have made and subscribed this Amendment of the Articles of Incorporation this 20 day of October 2003.


Albert J. Lazo, Incorporator

I HEREBY CERTIFY that on this day, before me, personally appeared Albert J. Lazo, who is well known to me to be the person described in and who executed these Articles of Amendment of the Articles of Incorporation of KOLOSH AMERICA, INC., a Florida corporation, as Incorporator, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 20 day of October 2003.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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