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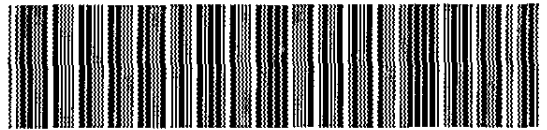
(Business Entity Name)

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*Restated
Articles*

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TALLAHASSEE, FLORIDA
11/13/03

RESTATED ARTICLES
OF
INCORPORATION
OF
KOLOSH AMERICA INC.

FILED

03 NOV 13 PM 4:05

1. The name of the Corporation is Kolosh America Inc. (the "Corporation"). The Corporation's Articles of Incorporation were originally filed with the Secretary of State of Florida on September 24 2003.

2. These Restated Articles of Incorporation does not contain an amendment to the articles requiring shareholder approval These Restated Articles of Incorporation were adopted on October 29, 2003 by the Board of Directors.

3. These Restated Articles of Incorporation are duly executed and adopted, and are being filed in accordance to Section 607.1007 of the Florida Act. These Restated Articles shall supercede the original Articles of Incorporation and all amendments to them.

ARTICLE I

NAME

The name of the corporation is Kolosh America Inc.

ARTICLE II

ADDRESS

The mailing address and principal office of the corporation is 2665 S. Bayshore Drive, Suite 703, Miami, FL 33133.

ARTICLE III

PURPOSE

The corporation shall be authorized to engage in the distribution services, and transact any and all other lawful business within and without the State of Florida or United States for which corporations may be incorporated under Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE IV

DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 607, Florida Statutes, as amended and supplemented.

ARTICLE VI
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Albert J. Lazo, Esq.
Richards and Polansky
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE VIII
OFFICERS/DIRECTORS

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

Director/President

Romeu Lehnen
Travessa Azevedo, 178- 1 piso
Bairro Floresta
90.220-200- Porto Alegre

Director/Vice President

Alvaro Pedó Fernandes da Silva
Travessa Azevedo, 178- 1 piso
Bairro Floresta
90.220-200- Porto Alegre

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address are:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

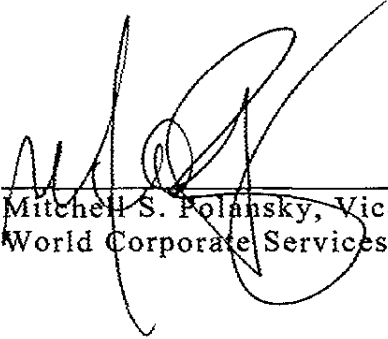
ARTICLE X
SHAREHOLDERS

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

Kolosh Participações Ltda.
c/o Gerd Foerster
Travessa Azevedo, 178- 1 piso
Bairro Floresta
90.220-200- Porto Alegre
Estado do Rio Grande do Sul
Brazil


I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IX of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this November 3, 2003.



Mitchell S. Polansky, Vice President
World Corporate Services, Inc.

IN WITNESS WHEREOF, I have made and subscribed these Restated Articles of Incorporation this 3 day of November, 2003.



Alvaro Pedó Fernandes da Silva, Director

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Alvaro Pedó Fernandes da Silva, who is well known to me to be the person described in and who executed these Restated Articles of Incorporation of Kolosh America, Inc., a Florida corporation, as Director of Kolosh America Inc., 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 3 day of November 2003.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



Andrea Darling de Cortes
Commission #DD157178
Expires: Oct 10, 2006
Bonded Thru
Atlantic Bonding Co., Inc.