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Florida Department of State
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03 DEC -9 6M 11:49
DIVISION OF CORPORATIONS

BASIC AMENDMENT

CUPRA, CORP.

FILED
03 DEC -9 PH 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CUPRA, CORP.

03 DEC -9 PM 2:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST: The following shall be REMOVED as Treasurer of the aforementioned corporation:

Daniel Angelici
18851 NE 29th Avenue, Suite 900
Aventura, FL 33180

SECOND: The following shall be the new Treasurer of the aforementioned corporation:

Marcelo Braccia
18851 NE 29th Avenue, Ste 900
Aventura, FL 33180

THIRD: The following shall be REMOVED as Secretary of the aforementioned corporation:

Marcelo Braccia
18851 NE 29th Avenue, Ste 900
Aventura, FL 33180

FOURTH: The following shall be the new Secretary of the aforementioned corporation

Daniel Angelici
18851 NE 29th Avenue, Suite 900
Aventura, FL 33180

FIFTH: The date of the Amendment's adoption was October 23, 2003.

SIXTH: The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this October 23, 2003.

CUPRA, CORP.

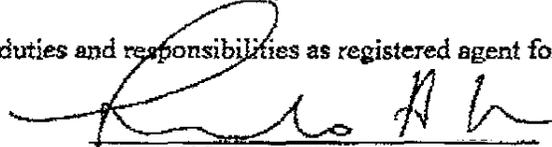

DANIEL ANGELICI, Director

H03000332183

TOTAL P.03

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I hereby am familiar with the duties and responsibilities as registered agent for said corporation.



By: LEONARDO A. ROTH
Registered Agent

Prepared By:
Leonardo A. Roth, Esq.
18851 N.W. 29th Avenue, Ste 909
Aventura, FL 33180
Tel. (786) 279-0800
Fl. Bar No.: 747793

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