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**BASIC AMENDMENT**

**ADAMA USA, INC.**

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

*Amend.*  
*mm*  
*6/16/04*

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ARTICLE OF AMENDMENT

OF

ADAMA USA, INC.

The shareholders of ADAMA USA, INC. have unanimously approved the following amendments to the Articles of Incorporation adopted as of January 29, 2004.

ARTICLE XIII - DIRECTORS

The names and addresses of the Board of Directors shall be amended as follows:

ROLAND TEMAN  
4340 Sheridan Street  
Second Floor  
Hollywood, Florida 33021

RAOUL HESKIEL  
4340 Sheridan Street  
Second Floor  
Hollywood, Florida 33021

ARTICLE IX - DIVISION OF SHARES

The names and addresses of the Shareholders shall be amended as follows:

JESSAM INVESTMENTS, LLC (50 Shares)  
2205 N.E. 207<sup>th</sup> Street  
Miami, Florida 33021

TILROC, INC. (50 Shares)  
4340 Sheridan Street  
Second Floor  
Hollywood, Florida 33021

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ARTICLE XII - OFFICERS

The names of the officers of this Corporation shall be amended as follows:

ROLAND TEMAN - PRESIDENT / TREASURER

RAOUL HESKIEL - VICE PRESIDENT / SECRETARY

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber and has acknowledged and filed in the office of the Department of State of Florida, this Certificate of Amendment to the Certificate of Incorporation of ADAMA USA, INC. this 16 day of June, 2004.

Joseph Dray  
JOSEPH DRAY - President

Prepared by:  
Charles S. Serfaty, Esq.  
4340 Sheridan Street  
Second Floor  
Hollywood, Florida 33021  
(954) 894-9449  
FBN: 821 837

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