

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

-BASIC AMENDMENT

PASSARELA BRASIL USA, INC.

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G. Goulette NOV 07 2005

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

PASSARELA BRASIL USA, INC.

(Present name)

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

November 2, 2005

First: Amendment(s) adopted: AMENDED.

ARTICLE V - LOCATION

ARTICLE XVI - BOARD OF DIRECTORS

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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TAX HOUSE

TAX PREPARATION &
ACCOUNTING SERVICES

1261 E Sample RD - Pompano Beach, FL 33064
11601 S. Cleveland Ave Ste 6 - Ft. Myers, FL 33907

Phone (954) 782-4000 - Fax (954) 782-8252
Phone (239) 418-0829 - Fax (239) 274-9829

income tax / 3 95175200050H
info@taxhouse.net - 1-800-460-4-TAX

H05000257156 3**First: Articles Amended****ARTICLE V - LOCATION**

The NEW Street, Address, City and State in which the principal office of the corporation is to be located are **579 E Sample Rd - Deerfield Beach, FL 33064**. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE XVI - BOARD OF DIRECTORS

This Corporation has two (2) Officers. The name and post office address of the officer, who subject to the provisions of the Corporation and the statutes of the State of Florida, shall hold office for their successors have been elected and qualified, are as follows:

NAME	ADDRESS
Luciano S. Lacerda President	579 E Sample Rd Deerfield Beach, FL 33064
Lazara A. Katz Vice-President	22352 Calibri Court Apt 108 Boca Raton, FL 33433

Second: The date of adoption of the amendments.

The date of adoption of the amendments was November 2, 2005.

Third: Adoption of Amendment.

The Amendments were adopted by the shareholders.

TAX PREPARATION &
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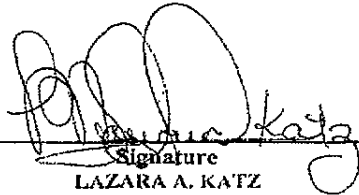
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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this November 2, 2005.


Signature
LAZARA A. KATZ
Vice-President


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