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**WORLDGEM USA, INC.**

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## ARTICLES OF AMENDMENT

### Article I. Name

The name of this corporation is Worldgem USA, Inc.

### Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Worldgem USA, Inc. to Cielo Venezia 1270 USA, Inc.

### Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

### Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Worldgem USA, Inc.

By: 

by A. Howard as attorney-in-fact

Name: Raffaele Catenazzo

Title: President

Date: February 12, 2008

Corporate Creations International Inc.  
11380 Prosperity Farms Road #221E  
Palm Beach Gardens FL 33410  
(561) 694-8107