

From: Genesis Accounting Services
Division of Corporations

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Page 1 of 1

Florida Department of State
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CPA SOFTWARE & CONSULTING, INC.

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Amend CUS (12.11.06)

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CPA SOFTWARE & CONSULTING, 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:

December 1, 2006

Document Number
P06000084529

First: Amendment(s) adopted: AMENDED.

Article II

Article V

Article Added:

VII - Subscribers

Second: The date of Adoption of the Amendments.

Third: Adoption of Amendments.

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First: Articles Amended**Article II**

The principal place of the business address:

1574 SE 3rd Court
Deerfield Beach, FL 33441

The mailing address of the corporation now is:

1574 SE 3rd Court
Deerfield Beach, FL 33441

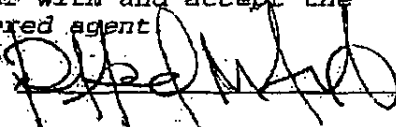
Article V

The Name and Florida Street address of the registered agent is

RAFAEL A. DE MACEDO
1574 SE 3rd Court
Deerfield Beach, FL 33441

I certify that I am familiar with and accept the responsibilities of registered agent

Registered agent signature:

**ARTICLE VII - Subscribers.**

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	SHARES
RAFAEL A. DE MACEDO President / Vice- President / Treasurer / Secretary / Director	8278 NW 66 th Street A#23 Miami, FL 33166	10%
CPA SISTEMAS DE INFORMAÇÃO E COM. LTDA. Shareholder	Ave Antartico # 475, 7 th Floor Sao Bernardo do Campo - Sao Paulo - Brazil - ZIP: 09726-150	90%

Second: The date of adoption of the amendments.

The date of adoption of the amendments was December 1, 2006.

Third: Adoption of Amendment.

The Directors without shareholder action adopted the Amendments and shareholder action was not required.

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 1st day of December, 2006.

x 
RAFAEL A. DE MACEDO
President / Vice-President
/ Treasurer / Secretary /
Director

x 
RAFAEL A. DE MACEDO -
Director of
CPA SISTEMAS DE
INFORMAÇÃO E COM. LTDA
Shareholder