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From:
Account Name : BERRIZ & GIRALDO P.A.
Account Number : I19990000017
Phone : (305)485-9300
Fax Number : (305)485-1098

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2007 MAY 25 PM 2:50

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BRAZIL TROPICAL MART, INC.

RECEIVED
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BRAZIL TROPICAL MART, INC.

(Present name)

Pursuant to the provisions of action 607.1006, Florida Statues, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE V REGISTERED AGENT

PINTO, TULIO 1411 N PALM AVE PEMBROKE PINES, FL. 33026	REGISTERED AGENT

DELETE:

PINTO, TULIO 1411 N PALM AVE PEMBROKE PINES, FL. 33026	REGISTERED AGENT

ADD:

MENDONCA, ADRIANA 1411 N PALM AVE PEMBROKE PINES, FL. 33026	REGISTERED AGENT

ARTICLE VI OFFICERS & DIRECTORS

PINTO, TULIO	PRESIDENT
MENDONCA, ADRIANA	VICEPRESIDENT
MORA, LUCERO	SECRETARY

DELETE:

PINTO, TULIO	PRESIDENT

CHANGE:

MENDONCA, ADRIANA	PRESIDENT
MORA, LUCERO	VICEPRESIDENT

SECOND: if an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

CLARA GIRALDO P.A.
4080 SW 84 AVE SUITE C
MIAMI, FL 33155
(305) 485-9300

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THIRD: The date each amendment's adoption: May 23, 2007.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

X- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
The number of votes cast for the amendment(s) was/were sufficient for approval
by____________________
voting group

_ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23 day of May 2007.

Signature ____________________
(By the chairman or vice chairman of the board of directors, President or other officer if adopted by the Shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Tatia Pinto.
Typed or printed name

President.
Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

x ____________________
Registered agent signature

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