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MATCO USA TECHNOLOGY, INC.

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MATCO USA TECHNOLOGY, INC.**

WHEREAS, the Articles of Incorporation of MATCO USA TECHNOLOGY, INC. (the "Company") were filed with and approved by the Secretary of State of the State of Florida on May 18, 2007, and

WHEREAS, it is the intention of the Directors and sole Shareholder of the Company that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of the Company hereinafter set forth was approved by the Directors and sole Shareholder on the 8th day of July, 2007;

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Organization of the Company are hereby amended by deleting in their entirety the present Article I and Article VII and by substituting therefor the following, to wit:

ARTICLE I
Name

The name of this corporation shall be:

MATCO USA TECHNOLOGY, INC.

The principal office and mailing address of this corporation shall be:

Av Sur, Centro Empresarial Lagunita
Piso 4 #416 URB La Lagunita Country Club
Caracas 1081 VENEZUELA

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ARTICLE VII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of the persons who are to serve as members thereof are as follows:

Name

Address

Egisto Javier Garcia R

Av Sur, Centro Empresarial Lagunita
Piso 4 #416 URB La Lagunita Country Club
Caracas 1081 VENEZUELA

Isabel Catalan

Av Sur, Centro Empresarial Lagunita
Piso 4 #416 URB La Lagunita Country Club
Caracas 1081 VENEZUELA

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Organization this 12 day of July, 2007.



Richard A. Jacobson, Incorporator
Fowler White Boggs Banker P.A.
501 E. Kennedy Blvd., Ste. 1700
Tampa, FL 33602
(813) 222-1159

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