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BASIC AMENDMENT

BONICELL USA CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BONICELL USA CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that
FIRST: The following shall be removed as President of the
aforementioned corporation:

Gustavo F. Riccobon
4641 NW 93 Coral Court
Miami, FL 33178

SECOND: The following shall be the new Director, President and
Registered Agent of the aforementioned corporation:

Edgardo Provenzano
9565 N.W. 40 St. Rd.
Miami, FL 33178

THIRD: The following shall be Director of the aforementioned
Corporation:

Walter Luis Provenzano
9349 NW 48th Doral Terr.
Miami, FL 33178

FOURTH: The date of the Amendment's adoption was
November 15, 1999.


FIFTH: The Amendment was adopted by the Board of Directors
without Shareholder Action and Shareholder Action was not required.

Signed this November 15, 1999.

Bonicell USA Corp.:


Walter L. Provenzano - DIRECTOR

I hereby am familiar with the duties and responsibilities as
registered agent for said corporation


By: Edgardo Provenzano
Registered Agent

Prepared By:
Leonardo A. Roch, Esq.
9350 S. Dixie Hwy., Ph2
Miami, FL 33156
Tel: (305) 670-8984
Fl. Bar No.: 747793

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