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December 14, 2000

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*****43.75 *****43.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

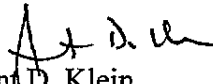
Re: Blue Flag, Inc.

Gentlemen:

Enclosed are two (2) executed copies of Articles of Amendment to Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$43.75. Please return the certified copy of the Articles of Amendment to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/bs
Enclosures

Amend.

V. SHEPARD DEC 22 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 PM 12:58

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
BLUE FLAG, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 18 PM 12:58

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:


BLUE FLAG, INC.
2. The following Amendment to the Articles of Incorporation was unanimously adopted by the shareholders and directors of the corporation pursuant to Florida Statutes Section 607.1003, on December 14, 2000.

Article III of the Articles of Incorporation is hereby amended to read as follows:

The aggregate number of shares which the corporation is authorized to issue is 1,000,000 shares, with a par value of \$1.00 per share.

Executed on this 14th day of December, 2000.

BLUE FLAG, INC., a
Florida corporation

By: 
Paulo Alberto Mocny
President