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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: PARAGON INTERNATIONAL, CORP.
AUDIT NUMBER.....H97000004825
DOC TYPE.....BASIC AMENDMENT
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**ARTICLE OF AMENDMENT TO
ARTICLE OF INCORPORATION OF
PARAGON INTERNATIONAL, CORP.**

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLE OF INCORPORATION:**

FIRST

AMENDMENT ADOPTED:

- 1— THE NEW PRESIDENT WILL BE:
ARIOSTON FRANCA
THE NEW VICE PRESIDENT WILL BE
MARILANDE COELHO XAVIER FRANCA**

SECOND

**IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT ITSELF, ARE AS FOLLOWS:**

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: , 20TH OF FEBRUARY OF . 1997.

**PREPARED BY:
B&L BUSINESS LEGAL INC.
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211**

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FORTH

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

— THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

—THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 20 OF FEBRUARY OF 1997
PARAGON INTERNATIONAL CORP.

BY X 

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: ADRIANO BORGES
Title: DIRECTOR

PREPARED BY:
B & L BUSINESS LEGAL INC.
141 NORTH EAST 3RD AVENUE 9TH FLOOR
MIAMI, FLORIDA 33132-2221
TELEPHONE: (305) 373-6211

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