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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: GOLDEN EAGLE ENTERPRISES OF MIAMI, INC.
AUDIT NUMBER.....H97000016977
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOLDEN EAGLE ENTERPRISES OF MIAMI, INC.**

P94000060839

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

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

**WASHINGTON LUIS COELHO / PRESIDENT & TREASURER
SOLANGE BULDRINI / VICE-PRESIDENT & SECRETARY**

**PRINCIPAL & MAILING ADDRESS:
150 SOUTH EAST 2ND AVENUE SUITE NO. 910 MIAMI, FLORIDA 33131**

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: **OCTOBER 10TH 1997.**

FOURTH:

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 10TH DAY OF OCTOBER, 1997.

GOLDEN EAGLE ENTERPRISES OF MIAMI, INC.

BY: _____

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

Typed or printed name: **SOLANGE BULDRINI**

Title: **INCORPORATOR \ DIRECTOR**

**PREPARED BY: GUILLERMO UBIETA, JR., 8045 NORTH WEST 36TH STREET SUITE 525,
MIAMI, FL. 33166 (305) 597-4511**

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OCT 13 1997
MIAMI, FLORIDA