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TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: GOLD NETWORK CORPORATION
AUDIT NUMBER.....H97000017304
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
GOLD NETWORK CORPORATION**

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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:

**ITALO NOGUEIRA / PRESIDENT, SECRETARY & DIRECTOR
PEDRO N. DA COSTA FILHO / VICE-PRESIDENT, TREASURER & DIRECTOR**

**PRINCIPAL & MAILING ADDRESS:
8181 NORTH WEST 36TH STREET SUITE 17B MIAMI, FLORIDA 33166**

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 FOLLOWS:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: **OCTOBER 14TH 1997**

FOURTH:

ADOPTIONS OF AMENDMENTS:

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 14TH DAY OF OCTOBER, 1997.

GOLD NETWORK CORPORATION

BY: _____

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

Typed or printed name: **ITALO NOGUEIRA**
Title: **DIRECTOR / INCORPORATOR**

PREPARED BY: GUM J. RRMCO LIMETA, JR., 8045 NORTH WEST 36TH STREET SUITE 325, MIAMI, FL. 33166
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