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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF HOBBY IMPORT & EXPORT INC.



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 PRESIDENT WILL BE: JOÃO C. CASQUEIRO

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: 08/31/98

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) WASAWERE SUFFICIENT FOR APPROVAL, BY______

(Voting group)

SIGNED THIS 31ST DAY OF AUGUST 1998



HOBBY IMPORT & EXPORT INC.

(Chairman of the Board of Directors, President or other officer if adopted the

Typed or printed name: JADIEL PIRES

fide: PRESIDENT DIRECTOR