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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

NAME: LUAt ENTERPRISES INC.

AUDIT NUMBER.....H97000013580

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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Amend

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
LUA ENTERPRISES INC.**

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

**FIRST:**

**AMENDMENT ADOPTED:**

I -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE.

**ADILSON A. DE LIMA - PRESIDENT, SECRETARY & DIRECTOR  
HELENA M. DE LIMA - VICE-PRESIDENT, TREASURER & DIRECTOR  
PRINCIPAL & MAILING ADDRESS:  
7615 SOUTH WEST 129TH COURT MIAMI, FL. 33183 (305) 408-1616**

**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: AUGUST 14<sup>TH</sup> 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 14<sup>TH</sup> DAY OF AUGUST, 1997.

**LUA ENTERPRISES, INC.**

BY: Adilson A. de Lima

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

Typed or printed name: **ADILSON A. DE LIMA**  
Title: **DIRECTOR / INCORPORATOR**

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

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

August 18, 1997

LUA ENTERPRISES INC.  
C/O ADILSON DELIMA  
7615 SOUTHWEST 129TH COURT  
MIAMI, FL 33183

SUBJECT: LUA ENTERPRISES INC.  
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Darlene Connell  
Corporate Specialist

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