

P95000066366

LAW OFFICES

MITRANI, RYNOR, ADAMSKY, MACAULAY & ZORRILLA, P.A.

8001/1/chase98.113

2200 SUNTRUST INTERNATIONAL CENTER

ONE SOUTHEAST THIRD AVENUE

MIAMI, FLORIDA 33131

TELEPHONE (305) 358-0050

TELECOPIER (305) 358-0550

November 12, 1998

By UPS OVERNIGHT

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

300002687223--1
-11/13/98--01070--009
*****87.50 *****43.75

Rural International, Inc.

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the Articles of Amendment to the Articles of Incorporation of the captioned company, increasing its capital stock.

Also enclosed is a check in the amount of \$87.50 to cover the required filing and certified copy fees.

Please forward the certified copy of the Articles of Amendment to me in the enclosed self-addressed, stamped envelope.

If you have any questions, please call me.

Sincerely,

Robert B. Macaulay
Robert B. Macaulay

FILED
98 NOV 13 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

RBM:sb

Enclosures

cc: Luisa Binder

J:\80261\CS\amendme.art2.wpd

TLL

NOV 17 1998

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RURAL INTERNATIONAL, INC.**

FILED
98 NOV 13 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is Rural International, Inc., a Florida corporation (the "Corporation").

2. Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

"

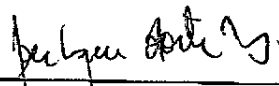
ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 200,000 shares of common stock having a par value of \$10.00 per share."

3. The foregoing amendment was adopted by written consent of the Company's sole Shareholder, as of November 3, 1998, in accordance with Sections 607.0704 and 607.1003(6) of the Florida Business Corporation Act. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 3rd day of November, 1998.

RURAL INTERNATIONAL, INC.

By: 
Jose Henrique Neves, President