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FLORIDA DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: SKY TRADING OF MIAMI CORP.

AUDIT NUMBER.....H98000014711

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SKY TRADING OF MIAMI CORP.**

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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:**

I -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

**MAURICIO FRAZILLI COMITRE
PRESIDENT, SECRETARY, & DIRECTOR,
SERGIO AMELIO COLLINA
VICE-PRESIDENT, TREASURER & DIRECTOR
BEATRIZ FRAZILLI
DIRECTOR**

**PRINCIPAL & MAILING ADDRESS:
8125 NORTH WEST 74TH AVENUE # 3
MEDLEY, 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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: AUGUST 7TH 1998.

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 7TH DAY OF AUGUST, 1998

SKY TRADING OF MIAMI CORP.

BY: _____

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

Typed or printed name: MAURICIO FRAZILLI COMITRE

Title: INCORPORATOR \ DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR.

8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

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