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FROM: CORPORATE CREATIONS INTERNATIONAL INC.
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NAME: NORTH SOUTH INTERNATIONAL INC.
AUDIT NUMBER.....H96000017799
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1986

NORTH SOUTH INTERNATIONAL INC.
2645A N.W. 20TH STREET
MIAMI, FL 33142

SUBJECT: NORTH SOUTH INTERNATIONAL INC.
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Corporate Specialist

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Articles of Amendment

Article I. Name

The name of this Florida corporation is North South International Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the text of Article V is deleted in its entirety and replaced with the following:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Marta Aimla
Manuel Airala

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on December 19, 1996.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on December 19, 1996.

North South International Inc.

By: Christine A. Airala
Christine A. Airala
President

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0808

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