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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALL INTERNATIONAL COMPANY

AUDIT NUMBER.....H97000004145

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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DIVISION OF CORPORATIONS

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97 MAR 12 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00580, 00542, 00671

Completed 086 ✓
Linda

March 11, 1997

ALL INTERNATIONAL COMPANY
8235 NW 64 ST., UNIT 3
MIAMI, FL 33166

SUBJECT: ALL INTERNATIONAL COMPANY
REF: P96000083514

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000004145
Letter Number: 297A00012367

H97000004145

ARTICLE OF AMENDMENT TO
ARTICLE OF INCORPORATION OF
ALL INTERNATIONAL COMPANY.

FILED
97 MAR 12 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST

AMENDMENT ADOPTED:

1— THE NEW VICE-PRESIDENT, SECRETARY AND TREASURER FOR
THIS CORPORATION WILL BE:
VALERIA VEIGA.

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: MARCH 7 1997.

PREPARED BY:
B&I. BUSINESS LEGAL INC.
141 NORTHEAST 3RD AVENUE 9TH FLOOR
MIAMI, FL. 33132-2221
PHONE (305) 373-6211

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FORTH

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 7 OF MARCH OF 1997
ALL INTERNATIONAL COMPANY

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

Typed or printed name: ROBERTO DE OLIVEIRA CESAR JUNIOR
Title: PRESIDENT / DIRECTORS

PREPARED BY:
B & L BUSINESS LEGAL INC.
141 NORTH EAST 3RD AVENUE 9TH FLOOR
MIAMI, FLORIDA 33132-2221
TELEPHONE: (305) 373-6211

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