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ALL INTERNATIONAL CO. 141 NE 3rd AVENUE # 303 MIAMI, FL. - 33132

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NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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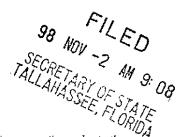
SECRETARY OF STATE
ALLAHASSEE FLORINA

NOV - 5 1998

Examiner's Initials

TLL

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ALL INTERNATIONAL COMPANY



Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The articles of incorporation shall be amended changes:

President and Treasurer: Yvan Degomme

6666 SW 115th Court #108

Miami, Fl 33173

V/President and Secretary: Cori Lima

555 NE 34th Street #1408

Miami, FI 33134

Shares of ALL INTERNATION COMPANY will be redistributed as follows:

Yvan Degomme: 42.50% of the shares

Cori Lima:

42.50% of the shares

Marc Degomme: 15.00% of the shares

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, are as follows:

Prepared by:

Yvan Degomme

6666 SW 115th Court #108

Miami, FL 33132 Tel (305)579-2107

THIRD: The date of each amendment's adoption: 9/14/98

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- [X] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- [] The amendment(s) was/were approved by the shareholders through voting groups.

 The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

The number o	f votes cast for th	ie amendment(s)	was/were	sufficient for
approval by				>7
	voting group			

[] The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

[] The amendment(s) was/were adopted by the incorporators without shareholder actions and shareholder action was not required.
Signed this day 14 th of September, 1998
Signature TVAN DEGSMME
(By the Chairman or Vice Chairman of the Board of Directors, President or other office
if adopted by the shareholders)
OR .
(By a director if adopted by the directors)
(2) a anotice is anopted by an another,
OR
(By an incorporator if adopted by the incorporators)
V : A . / O-E :
YUAN DEGOMME
Typed or printed name
1 atsiders.
Title