

P96000092482

Pompano Beach November 18, 1997.

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314

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-11/24/97--01035--008

*****35.00 *****35.00

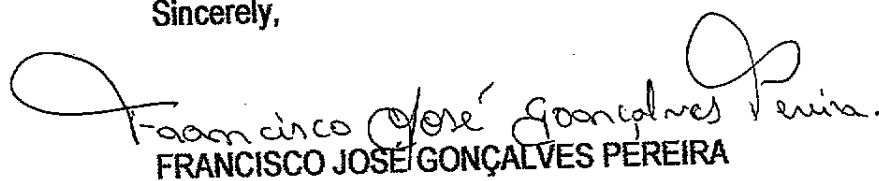
RE: AMENDMENT OF ARTICLES

Profit Corporation : ALL VICTORY, INC.

To whom it may concern,

We are sending the Amendment of the Articles of our Incorporation. We would like to ask you for a Certificate of Status, after the Amendments be registered. We are including the Fees at the amount of US\$ 43.75.

Sincerely,


FRANCISCO JOSE GONÇALVES PEREIRA

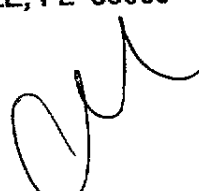
President

2500 EAST HALLANDALE BEACH BLVD.
SUITE#511CDE, HALLANDALE, FL 33009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 27 PM 1:20

APPROVED
AND
FILED


P96000092482
708
2-27-98
Amend



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 4, 1997

FRANCISCO JOSE GNCALVES PEREIRA
2500 EAST HALLANDALE BCH BLVD.
SUITE 511CDE
HALLANDALE, FL 33009

SUBJECT: ALL VICTORY, INC.
Ref. Number: P96000092482

We have received your document for ALL VICTORY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation. *OK! REMOVED!*

Please correct your document to reflect that it is filed pursuant to the correct statute number. *OK*

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please amend your document accordingly. *OK: NO DIRECTORS PREVIOUSLY SELECTED*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned. *(SEE ORIGINAL ARTICLES OF INCORPORATION)*

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 197A00057324

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4 11 97
52 FEB 25
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ALL VICTORY, INC.
(present name)

Pursuant to the provisions of section 617.1006 Florida Statutes, this Florida profit corporation adopts the following articles of Amendment to its articles of incorporation:

First : Amendment(s) adopted: EXCHANGE.

ARTICLE II - Mailing Address.

ARTICLE IV - Name of Registered Agent.

ARTICLE V - Name of Incorporation's Agents.

Second : Amendment adopted: ADDED.

ARTICLE VI - Duration.

ARTICLE VII - Nature of Business.

ARTICLE VIII - Pre-emptive Rights.

ARTICLE IX - Amendment.

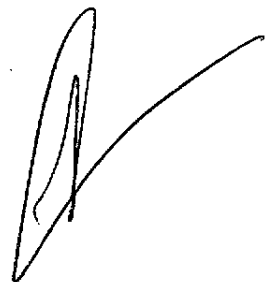
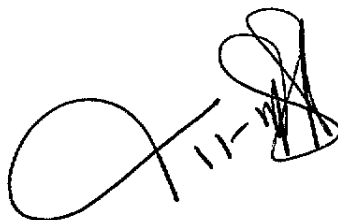
ARTICLE X - Limitations on Corporate Stock.

ARTICLE XI - Indemnification.

ARTICLE XII - Dissolution.

Third: Exchange.

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TALLAHASSEE, FLORIDA



ARTICLE II - Location / Mailing Address.

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at 2500 East Hallandale Beach Blvd. Suite #511-CDE Hallandale, FL 33009. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE IV - Registered office and Agent.

The street address of the new registered office of this corporation is 2500 East Hallandale Beach Blvd. Suite #511-CDE Hallandale, FL 33009 and the name of the new registered agent of this corporation at that address is Francisco Jose G. Pereira.

ARTICLE V - Board of Directors / Incorporators and subscribers.

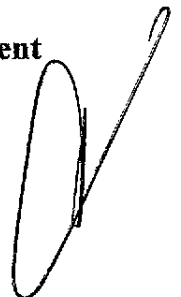
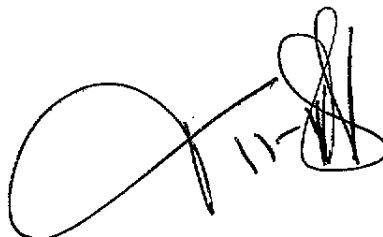
This corporation shall have three (3) Directors. The number of Directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of Board of Directors of this corporation and the number of shares of stock, subscribe to by each person signing these Amendment of Articles of Incorporation are:

NAME	ADDRESS	SHARES
Francisco Jose G. Pereira President	19701 E Country Club Dr. Aventura, FL 33180 Suite #608	24.5%
Belline Jose Sales Ramos Vice-President	Av. Saturnino de Brito #1133 Apt. 801 Praia Canto - Vitoria - ES - Brazil	24.5%
Gustavo Henrique Maciel Camargo Treasurer / Secretary	19701 E Country Club Dr. Aventura, FL 33180 Suite #608	0%
XYKO Pneus Ltda.	Rua Jose Farias, 134 Sala 104 Santa Luiza Vitoria - ES - Brazil	51%

At this time, Mrs. Sonya Parizzi is no longer our Incorporation's Agent

Fourth: Added.

ARTICLE VI - Duration.



APPROVED
AND
FILED

98 FEB 27 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Nature of Business.

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE VIII - Pre-Emptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - Amendment.

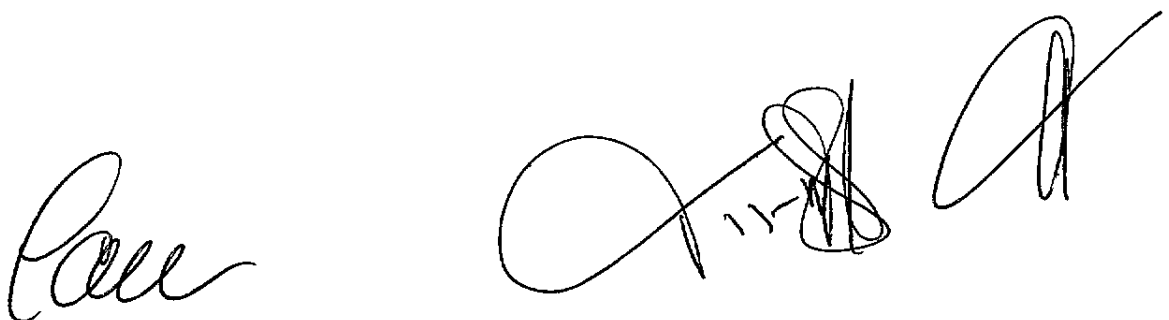
These articles of Incorporation may be Amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - Limitations on Corporate Stock.

- 1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.**
- 2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.**
- 3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.**

ARTICLE XI - Indemnification.

The corporation shall indemnify any office or director, to the full extent permitted by law.

Three handwritten signatures in black ink are located at the bottom of the page. The signature on the left is cursive and appears to read 'Pall'. The middle signature is more complex, with a large loop and some internal scribbles. The signature on the right is a simple, stylized cursive mark.

ARTICLE XII - Dissolution.

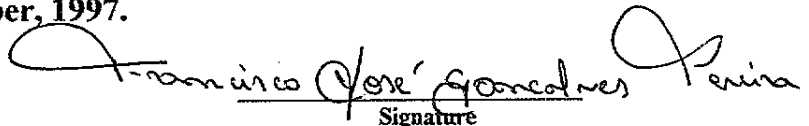
The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

Fifth: The date of each Amendment's adoption: 11/18/97

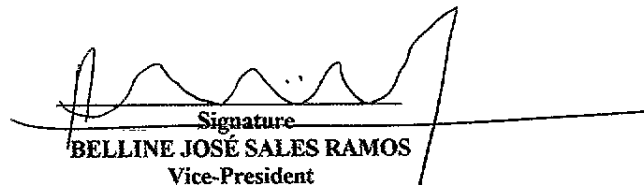
Sixth: Adoption of Amendment.

The Amendments were adopted by the Incorporators without shareholder action and shareholder action was not required.

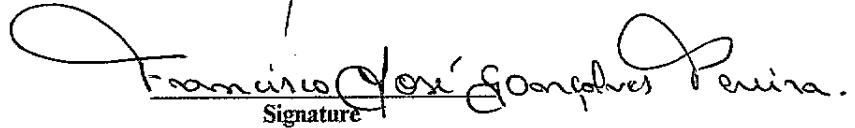
IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 18th day of November, 1997.


Signature

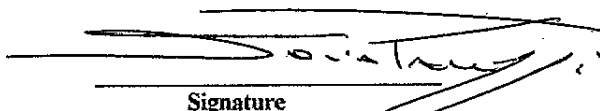
FRANCISCO JOSÉ GONÇALVES PEREIRA
President


Signature
BELLINE JOSÉ SALES RAMOS
Vice-President


Signature
GUSTAVO HENRIQUE MACIEL CAMARGO
Treasurer / Secretary


Signature
by XYKO Pneus Ltda.
FRANCISCO JOSÉ GONÇALVES PEREIRA
President

In agreement,


Signature
SONIA PARIZZI

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

***PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN
DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN
THE STATE OF FLORIDA.***

1. The name of the corporation is ALL VICTORY, INC.
2. The name and address of the registered agent and office is:

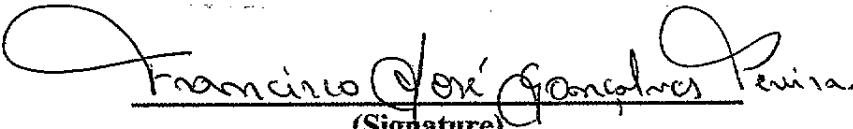
Francisco José Gonçalves Pereira

(Name)
President

2500 East Hallandale Blvd. Suite #511CDE
(P.O. Box or Mail Drop Box NOT Acceptable)

Hallandale, FL 33009
(City and State and Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

11/18/97
(Date)