

P96000092482

Deerfield Beach - Florida, September 2, 1998.

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL - 32314

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-09/08/98--01044--008
*****43.75 *****43.75

RE: AMMENDMENT OF ARTICLES

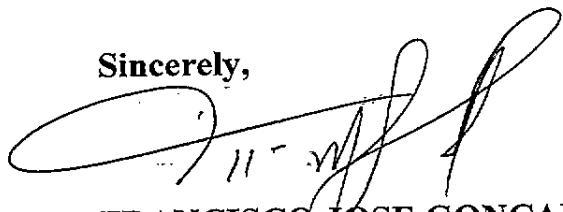
Profit Corporation : ALL VICTORY, INC.

We are sending the amendment of the Articles of our corporation.

Also we would like to ask you for a certificate of status, after the
amendments be registered. The fees are being included.

If there is anymore necessary information concerning this matter,
please feel free to contact us.

Sincerely,



FRANCISCO JOSE GONCALVES PEREIRA
President
1500 SE 3RD COURT SUITE # 102
DEERFIELD BEACH, FL 33441
Phone: (954) 4200331

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Susan
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4pgs amended
9-8-98
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALL VICTORY, INC.
(present name)

Pursuant to the provisions of section 617.1006 Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of Amendment to its Articles of Incorporation:

The date of each amendment's adoption is: September 02, 1998

FIRST: – Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S)
BEING AMENDED, ADDED OR DELETED.)

ARTICLE II – **Location / Mailing address:** Amended
New Address:

The new street, Address, City, County and State in which the principal office of the corporation are to be located is :

1500 SE 3RD COURT Suite # 102
Deerfield Beach, FL 33441 –Broward County

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--Address of Registered Office and Agent : Amended
The new street address of the same registered office of this corporation is 1500 SE 3rd Court suite # 102-Deerfield Beach, FL- 33441 and the registered agent is the same, FRANCISCO JOSE G. PEREIRA.

ARTICLE V—Board of Directors/Incorporators and Subscribers:
Amended

This corporation now, have two (2) 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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 :

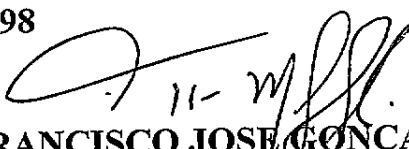
<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Francisco Jose G.Pereira President /Treasurer	1500 SE 3 rd Court # 102 Deerfield Beach, FL 33441	24.5%
Belline Jose Sales Ramos Vice-President/Secretary	1500 SE 3 RD Court # 102 Deerfield Beach, FL 33441	24.5%
XYKO Pneus Ltda	Rua Jose Farias, 134 sala 104 Santa Luiza- Vitoria-ES-Brazil	51.0%

At this time GUSTAVO HENRIQUE MACIEL CAMARGO is no longer our Treasurer/Secretary.

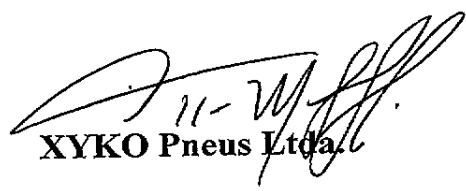
Second: Adoption of amendment :

The amendments were adopted by the Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned being the subscribers to the capital stock here, do make and file these amendment of Articles of Corporation, 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 02 day of September, 1998


FRANCISCO JOSE GONCALVES PEREIRA
President/Treasurer


BELLINE JOSE SALES RAMOS
Vice-President/Secretary


XYKO Pneus Ltda.

**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 Jose Goncalves Pereira

(Name)

President

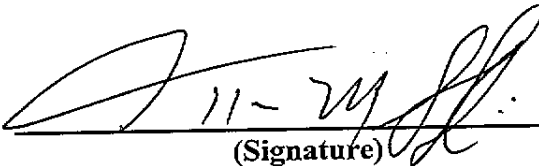
1500 SE 3rd Court #102

(P.O. Box or Mail Drop Box NOT Acceptable)

Deerfield Beach, FL 33441

(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)

09/02/98

(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314