

P96000093289

Pompano Beach December 01, 1997.

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

P.O. BOX 6327

TALLAHASSEE, FL 32314

000002363880--2
-12/05/97--01013--005
*****43.75 *****43.75

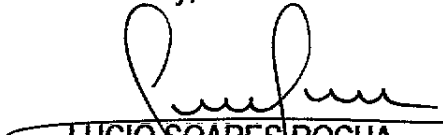
RE: AMENDMENT OF ARTICLES

Profit Corporation : DELK INTERNATIONAL, 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,


LUCIO SOARES ROCHA
President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -5 AM 9:50

Amend.
12-11-97
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

DELK INTERNATIONAL, INC.
(present name)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -5 AM 9:50

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/Address of Registered Agent.

ARTICLE V - Name/Address 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.



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-C 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-C Hallandale, FL 33009 and the name of the registered agent of this corporation at that address is Lucio Soares Rocha.

ARTICLE V - Board of Directors / Incorporators and subscribers.

This corporation shall have one (1) Director initially. 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
Lucio Soares Rocha President/Vice-President Treasurer/Secretary	19701 E Country Club Dr. Aventura, FL 33180 Suite #607	49%
Lanfer Distribuidora Ltda.	Avenida Rui Barbosa, 765 Serra - ES - Brazil	51%

Fourth: Added.

ARTICLE VI - Duration.


This corporation shall have perpetual existence commencing on the November 5, 1996 which the Department of State.

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.

ARTICLE XII - Dissolution.

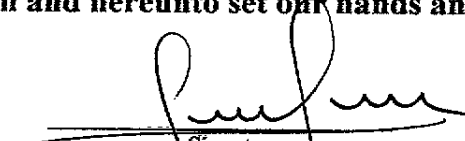
The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be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

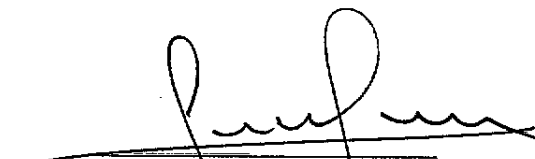
Fifth: The date of each Amendment's adoption: 12/01/97

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 1st day of December, 1997.


Signature
LUCIO SOARES ROCHA
President/Vice-President
Treasurer/Secretary


Signature
LANFER DISTRIBUIDORA LTDA.
LUCIO SOARES ROCHA
Attorney in Fact

**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 DELK INTERNATIONAL, INC.
2. The name and address of the registered agent and office is:

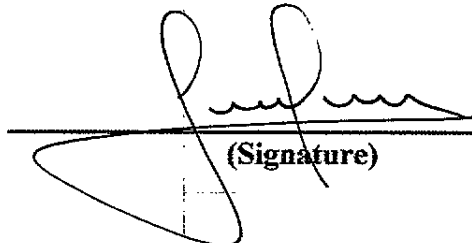
Lucio Soares Rocha

(Name)
President

2500 East Hallandale Blvd. Suite #511C
(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)

12/01/97
(Date)

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