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2/28/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS	FAX #: (904)922-4000
FROM: FAS-T CORP. AGENTS, INC. CONTACT: LIDIA FERNANDEZ PHONE: (305)599-0839	ACCT#: 071001002335 FAX #: (305)716-0346
NAME: BRAZIL MAGAZINE, INC. AUDIT NUMBER.....H9700003521 DOC TYPE.....BASIC AMENDMENT CERT. OF STATUS..0 CERT. COPIES.....0	PAGES..... 2 DEL.METHOD.. FAX EST.CHARGE.. \$35.00

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TALLAHASSEE, FLORIDA

*1610-0000-96 ✓  
Linda*

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

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97 FEB 28 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BRAZIL MAGAZINE, INC.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)*

Article VII

The articles of incorporation shall be amended to add Manuel Antonio Oliveira Fernandez as V/President and Sueli Simone de Oliveira Wertheimer as Director 1001 Brickell Bay Dr. # 1714 Miami, FL 33131

Jose Vasconcelos President 111 N.E. 1st Street, Suite 901 Miami, FL 33177

**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 itself, are as follows:

**THIRD:** The date of each amendment's adoption: 02-01-1997

**FOURTH:** Adoption of Amendment(s) (check one)

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 of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(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 action and shareholder action was not required.

Prepared by: Manuel A. Oliveira  
1001 Brickell Bay Dr. # 1714  
Miami, FL 33131

(continued)

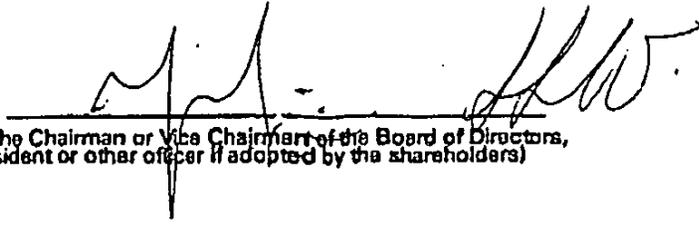
(305) 377-1991

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Signed this 1 day of February, 19 97.

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Manuel Antonio Oliveira Fernandez & Sueli Simone de Oliveira  
Typed or printed name Wertheimer

V/President and Director

Title

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