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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: SCUBA ENTERPRISES, INC.

AUDIT NUMBER.....H97000003532

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLE OF AMENDMENT TO
ARTICLE OF INCORPORATION OF**

SCUBA ENTERPRISES, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLE OF INCORPORATION:

FIRST

AMENDMENT ADOPTED:

I— THE NEW PRESIDENT FOR THIS CORPORATION WILL BE:
ALEXANDRE CASTRO FERRARI.

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE RECLASSIFICATION OR
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT ITSELF, ARE AS FOLLOWS:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: FEBRUARY, 21 1997.

PREPARED BY:
B&L BUSINESS LEGAL, INC.
141 NE 3rd AVE, 9th FLOOR
MIAMI, FL 33132-2221
(305) 373-6211

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FORTH

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

— THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

—THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 21 OF FEBRUARY OF 1997
SCUBA ENTERPRISES, INC.

BY X _____

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

Typed or printed name: MARCELO WEISS
Title: INCORPORADOR

PREPARED BY:
H & L BUSINESS LEGAL, INC.
141 NORTH EAST 3RD AVENUE 10TH FLOOR
MIAMI, FLORIDA 33132-2221
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