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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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AME: ATAMI CORPORATION

AUDIT NUMBER.....H97000017734

DOC TYPE.....BASIC AMENDMENT

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Amendment
10/24/97
Dr

497000017734

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ATAMI CORPORATION**

P97000032798

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

**JOANA M. FONSECA COSTA / PRESIDENT, SECRETARY & DIRECTOR
MAURICIO C. PANTOJA FONTELLES / VICE-PRESIDENT, TREASURER & DIRECTOR
MARIA ALEXANDRA CASACO / DIRECTOR**

PRINCIPAL & MAILING ADDRESS:

7499 SOUTH WEST 109TH AVENUE MIAMI, FLORIDA 33176

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: **OCTOBER 21ST 1997.**

FOURTH:

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 21ST DAY OF OCTOBER, 1997.

ATAMI CORPORATION

BY: _____

Maria Alexandra das Neves Casaco

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

Typed or printed name: **MARIA ALEXANDRA CASACO**

Title: **INCORPORATOR \ DIRECTOR**

PREPARED BY: **GUILLERMO UBIETA, JR., 8045 NORTH WEST 36TH STREET SUITE
525, MIAMI, FL. 33166 (305) 597-4511**

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