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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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Fax Number : (305) 541-3770

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BASIC AMENDMENT

CODIPEX ENTERPRISES, INC.

Certificate of Status	0
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Page Count	02
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Amendment

1/25/99 2:56 PM

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DIVISION OF CORPORATIONS

20.2 78101

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CODIPEX ENTERPRISES, INC.**

P97000043792

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 IS:

FABIO MARCIANO DE CAMPOS
PRESIDENT, SECRETARY & DIRECTOR

EDSON MARTINS LOPES, JR.
VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
10431 NORTH WEST 28TH STREET #E-101
MIAMI, FLORIDA 33172

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: JANUARY 19TH 1999

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 19TH DAY OF JANUARY, 1999

CODIPEX ENTERPRISES, INC.

BY: 

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

Typed or printed name: **FABIO MARCIANO DE CAMPOS**
Title: **INCORPORATOR \ DIRECTOR**

PREPARED BY: **GUILLERMO UBIETA, JR.**
8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

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