P97000058939

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 20, 1998

LAZARUS CORPORATE FILING SERVICE, INC.

TALLAHASSEE, FL

SUBJECT: QI BRASIL, INC. Ref. Number: P97000058939

We have received your document for QI BRASIL, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The changes you wish to make should be made on the corporate annual report which is past due. If you still wish to make changes with and amendment filling, you will need to have the registered agents acceptance and signature included. The only change that cannot be made on the annual report would be the stock transfer.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Letter Number: 198A00028281

Cheryl Coulliette Document Specialist

CERTIFICATE OF AMENDMENT

QI Brasil, Inc.

QI Brasil, Inc., a corporation of the State of Florida, whose registered office is located at 117 SE 2nd Ave, Miami FL 33131, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said corporation called for the purpose of amending the Articles of Incorporation, and held on May 14, 1998, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLES I, VII, VIII, & XI of the Articles of Incorporation are amended to read as follows:

ARTICLE I-NAME

The name and principal address of this corporation is:

QI Brasil, Inc. 34 SE 2nd Ave, Suite 412 Miami, FL 33131

and the mailing address of this corporation is:

782 NW Le Jeune Rd, Suite 434 Miami, FL 33126

ARTICLE VII-REGISTERED OFFICE AND AGENT
The street address of the registered office of this corporation
and the name of the registered agent for this corporation at that
address is.

Antonio R Lopez, CPA 782 NW Le Jeune Rd, Suite 434 Miami, FL 33126 ARTICLE VIII-BOARD OF DIRECTORS
This corporation shall have 1 director. The number of directors
may be increased or diminished from time to time as provided for
by the Bylaws. The names and addresses of the directors of this
corporation.

Eduardo de Lima, President - 34 SE 2nd Ave Suite 412, Miami FL 33131

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK Shares of capital stock of this corporation shall be issue to the following persons in the amount set opposite their names:

Eduardo de Lima 100 shares

IN WITNESS WHEREOF, the undersigned subscriber have executed this Certificate of Amendment this 14th day of May of 1998.

Will Wife Eduardo de Lima, President

State of Florida County of Dade,

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Eduardo de Lima to me known to be the person(s) described in and who executed the foregoing instrument and they acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of May of 1998.

tary Public State of NET Ori ANTONIO R. LOPEZ

COMMISSION # CC 495849

EXPIRES SEP 14, 1999

BONDED THRU

ATLANTIC BONDING CO., INC.