

Division of Corporations

P97000058939

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : RUIZ & CO., INC.
Account Number : 110116001462
Phone : (305) 828-1277
Fax Number : (305) 828-6855

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BASIC AMENDMENT

QI BRASIL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND
DEC 12-8

12/8/98 10:13 AM

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1 of 2

12/8/98 10:13 AM

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Aud# (H98000022788 7)

QI BRASIL, INC.
DOC# F97000058939

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 VIII - INITIAL BOARD OF DIRECTORS

Delete: Eduardo B. De Lima

Added: Adriana F. Costa

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:

By Shareholders vote

Prepared by: Ruiz & Company, P.A.
1665 West 68 Street, Ste#206
Hialeah, Florida 33014
(305) 828-1277

Aud# (H98000022788 7)

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

**QI BRASIL, INC.
DOC.# P97000058939**

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 VIII - BOARD OF DIRECTORS

Delete: Eduardo B. De Lima

Added: Adriana F. Costa

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment it not contained in the amendment itself, are as follows:

By Shareholders vote

Prepared by: Ruiz & Company, P.A.
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Page #2 Articles of Amendment

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THIRD: The date of each amendment's adoption: October 30th, 1998

FOURTH: Adoption of Amendment(s) (Check One)

X The amendment(s) was/were approved by the shareholders. The number of votes as 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):

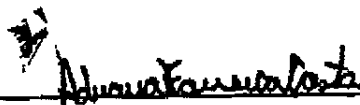
"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____ (Voting Group.)"

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.

Signed this 30th day of October, 1998

Signature: _____



Adriana Fonseca Costa

PRESIDENT/DIRECTOR

Aud# (H98000022788 7)