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OFFICE USE ONLY (Document #) LAZARUS CORPORATE FILING SERVICE, INC. (Requestor's Name) 3320 S.W. 87th AVENUE (Address) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) (Phone #) LOCAL REPRESENTATIVE TALLAHASSEE

900002910679---06/21/99--01044--023 *****35.00 *****35.00 _

OFFICE USE ONLY

ORPORATION NAME(S) & DOCUMENT NUM	*
BRAZIL CARGO CO	IRP.
(Corporation Name)	(Document #)
Walk in Pick up time 5,00	Certified Copy
Mail out Will wait Photocopy	Certificate of Status
NEW FILINGS AMEND	MENTS
Profit Amendment	
NonProfit Resignation of	R.A., Officer/Director

Limited Liability
Domestication
Other

200 gra 300 gra	AMENDMENTS
${\times}$	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

Arger arger	OTHER FILNGS
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

C. COULLIETTE JUI 1 3 1999

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 21, 1999

LAZARUS CORPORATE FILING SERVICE, INC.

TALLAHASSEE, FL

SUBJECT: BRAZIL CARGO CORP.

Ref. Number: P97000068182

We have received your document for BRAZIL CARGO CORP. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

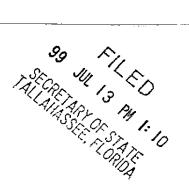
The document must also contain the address of the registered agent which must be at a Florida street address.

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.

Cheryl Coulliette Document Specialist

Letter Number: 499A00032977



ARTICLES OF AMENDMENT

<u>TO</u>

ARTICLES OF INCORPORATION

OF

BRAZIL CARGO CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST

The following amendment to the articles of incorporation was

adopted by the Corporation.

ARTICLE III:

Change the VICE-PRESIDENT:

The last VICE-PRESIDENT was EDUARDO DE ANDRADE MASCARENHAS.

The new VICE-PRESIDENT will be : ANA CLAUDIA LACERDA.

CHANGE THR REGISTERED AGENT.

THE LAST WAS: EDUARDO DE ANDRADE MASCARENHAS. THE NEW WILL BE: ANA CLAUDIA LACERDA.

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:

THIR	D	:	The date of ea	ach amendme	nt's adoption:		6-14-99	
FOUR	RTH	:	Adoption of A	Amendment ((s) (check one)			
立	The amendment (s) was/were approved by the shareholders. The number of votes cast 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 shareholders action and shareholder action was not required.							
Ż	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required							
Sig	ned this	s/	14	day of	Jun	, 19	99	
	S	ignature	Aclaci	nda -	Emasca	im	has.	
President or other officer if adopted by the shareholders)								
OR (By a director if adopted by the directors) OR								
			(By an inc	orporator if a	adopted by the in Andrade	corpora Masc	ators) Lavenhas.	
	ANA CLAUDIA LACERDA							
Typed or printed name								
Achacuda VICE President								

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida statutes, the Undersigned Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: Brazil Congo, Comp
- 2. The name and address of the registered agent and office is: ANA CIAUDIA LACERDA

IIAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

- Aclaurda

DATE: 07/07/99