

8/18/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FAYLANNA, INC.

AUDIT NUMBER.....H98000015299

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

Appendment

08/18/98

De

14980000 15299
**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FAYLANNA, INC.**

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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:

MIGUEL VIRGILIO MARCAL DE SOUZA
50% 250 SHARES (TWO HUNDRED FIFTY & 00/100)
PRESIDENT, SECRETARY, DIRECTOR & REGISTERING AGENT

FABIO MARCAL DE SOUZA
50% 250 SHARES (TWO HUNDRED FIFTY & 00/100)
VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
9833 COSTA DEL SOL BLVD.
MIAMI, FLORIDA 33178
(305) 463-7412 / (305) 463-7632

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: AUGUST 17TH 1998

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 17TH DAY OF AUGUST, 1998
FAYLANNA, INC.

BY: 

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

Typed or printed name: MIGUEL VIRGILIO MARCAL DE SOUZA / FABIO MARCAL DE SOUZA
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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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT FAYLANNA, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED MIGUEL VIRGILIO MARCAL DE SOUZA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF FAYLANNA, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 17TH DAY OF AUGUST, 1998.


MIGUEL VIRGILIO MARCAL DE SOUZA
Registered Agent

Articles of Amendment of FAYLANNA, INC.
Prepared by: Guillermo Ubieta, Jr.
8051 North West 36th Street Suite No. 600
Miami, Florida 33166

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EMPIRE CORPORATE KIT