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((H98000002299 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AGROMAR U.S.A., INC.
AUDIT NUMBER.....H98000002299
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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PAGES..... 4
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Darlene

Amendment
2/6/98

DC

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Thanks!

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 4, 1998

AGROMAR U.S.A., INC.
501 BRICKELL KEY DRIVE #407
MIAMI, FL 33131

SUBJECT: AGROMAR U.S.A., INC.
REF: P98000007725

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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.

Any articles being added or changed should appear under section entitled first. Please correct your document accordingly.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000002299
Letter Number: 698A00006254

DIVISION OF CORPORATIONS

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EMPIRE CORPORATE KIT

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H98000002299

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

④

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AGROMAR U.S.A., INC.

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 adopted: Exchange
Article IV
Article V

Article IV NEW LOCATION

The Street, Address, City, County and State in which the principal offices of corporation are to be located are 20185 E Country Club Dr # 610, Aventura, FL 33180.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Article V NEW REGISTERED OFFICE AND AGENT

The Street address of the registered office of this corporation is 20185 E Country Club Dr # 610, Aventura, FL 33180 and the name of the registered agent of this corporation at that address is Mario T. Carvalho.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Ste 207
MIAMI, FL 33134
TEL: (305) 265-1566

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Amendment adopted : New Articles

Article VIII NEW INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the Board of Directors of this corporation are:

| NAME | ADDRESS |
|----------------------------|-------------------------------|
| Mario T. Carvalho | 20185 E Country Club Dr # 610 |
| President - Vice President | Aventura, FL 33180 |
| Secretary - Treasurer | |

Article IX SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

| NAME | ADDRESS | SHARES |
|-------------------|-------------------------------|--------|
| Mario T. Carvalho | 20185 E Country Club Dr # 610 | 100% |
| | Aventura, FL 33180 | |

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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:

THIRD: The date of each amendment's adoption February 03, 1998

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FOURTH:**Adoption of Amendment**

- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:

"The number of votes cast for the amendment was/were sufficient for approval by Mario T. Carvalho.

- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 03 day of February, 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


 Mario T. Carvalho

REGISTERED AGENT / President

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