

P98000024950

Deerfield Beach – Florida, November 10, 1998

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLHASSEE – FL – 32314

9000002704339--8
-12/07/98-01061-014
*****43.75 *****43.75

RE: AMENDMENT OF ARTICLES

Profit Corporation: LAVORI INTERNATIONAL, INC.

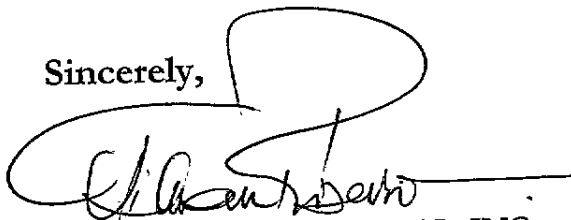
To Whom It May Concern:

We are sending the Amendment of the Articles of our
Incorporation. We would like to ask you for a Certificate of Status,
after the Amendments are registered. We are including the Fees at
the amount of US\$ 43.75.

*Amend
12-29-98
DKS*

If there is any other necessary information concerning this
matter, please feel free to contact us.

Sincerely,



LAVORI INTERNATIONAL, INC.
WILLIAM RIBEIRO

President
1500 SE 3rd Court #102
Deerfield Beach – FL – 33441
Phone: (954) 438-6450

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -7 AM 10:33

FILED



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 15, 1998

LAVORI INTERNATIONAL, INC.
ATTN: WILLIAM RIBIERO
1500 SE 3RD COURT, #102
DEERFIELD BEACH, FL 33441

SUBJECT: LAVORI INTERNATIONAL, INC.
Ref. Number: P98000024950

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for LAVORI INTERNATIONAL, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form. OK!

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) 487-6957.

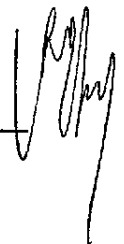
Doug Spittler
Document Specialist

Letter Number: 598A00059026

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98 DEC 28 AM 5:40
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LAVORI INTERNATIONAL, INC.
(present name)



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

Deerfield Beach – Florida, November 10, 1998

First : Amendment(s) adopted: AMENDED:

ARTICLE VI - Registered Office and Agent.

ARTICLE VII - Directors.

Second : Amendment adopted: ADDED.

ARTICLE VII - Subscribers.

ARTICLE XI - Location.

ARTICLE XII - Amendment.

ARTICLE XIII - Limitations on Corporate Stock.

ARTICLE XIV - Dissolution.

Third: The date of adoption of the amendments was 11/10/98.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLE VI - Registered office and Agent.

The street address of the new registered office of this corporation is 1500 SE 3rd Court #102 – Deerfield Beach, FL 33441 and the name of the new registered agent of this corporation at that address is William Ribeiro.

ARTICLE VII - Board of Directors / Subscribers.

This corporation now have two (2) directors. 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 Board of Directors of this corporation and the number of shares of stock, subscribe to by each person signing these Amendment of Articles of Incorporation are:

NAME	ADDRESS	SHARES
William Ribeiro President / Vice-President Treasurer	Rua Manoel da Nobrega 395 #42 Paraíso Sao Paulo – SP – Brazil 04001-083	49%
LAVORI EDP SERVICOS EM INFORMATICA S/C LTDA	Avenida Paulista, 1159 # CJ 509 Sao Paulo – SP – Brazil 01311-200	51%
Koki A. Mourao Secretary	420 SW 83 rd Way #103 Pembroke Pines – FL - 33025	0%

ARTICLE XI - Location / Mailing Address.

The Street, Address, City, County and State in which the principal offices of the corporation are to be located at 1500 SE 3rd Court #102 – Deerfield Beach, FL 33441. 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 XII - Amendment.

These articles of Incorporation may be Amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, Proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon,



unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XIII - Limitations on Corporate Stock.

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the state of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

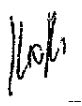
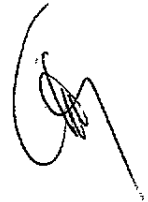
ARTICLE XIV - Dissolution.

The corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of all debt of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in direct proportion to the number of shares held by him.

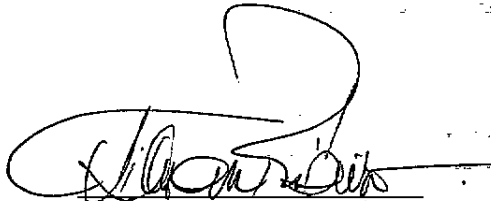
Fourth: Adoption of Amendment.

There are no members or no memmmbers entitled to vote on the amendment. The amendment was adopted by the board of Directors. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here for the purpose of forming a corporation to do business



in the State of Florida, under the laws of the State of Florida, do make and file these Amendment of Articles of Incorporation, here by declaring and certifying that the facts herein stated all true and do agree to take the number of shares herein set forth and hereunto set our hands and seals this 11th day of November, 1998.



Signature

LAVORI INTERNATIONAL, INC.

WILLIAM RIBEIRO

President / Vice-President

Treasurer

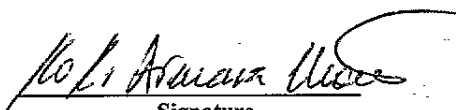


Signature

LAVORI EDP SERVICOS EM INFORMATICA S/C LTDA.

WILLIAM RIBEIRO

Director



Signature

LAVORI INTERNATIONAL, INC.

KOKI A. MOURAO

Secretary

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

***PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND
REGISTERED AGENT, IN THE STATE OF FLORIDA.***

1. The name of the corporation is LAVORI INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:

William Ribeiro

(Name)

President

1500 SE 3rd Court #102

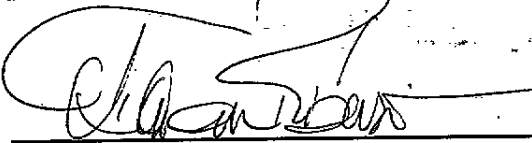
(P.O. Box or Mail Drop Box NOT Acceptable)

Deerfield Beach, FL – 33441

(City and State and Zip)

**FILED
98 DEC -7 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

***Having 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 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)

11/10/98

(Date)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314