Pascos 36609 TRANSMITTAL LETTER

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

SUBJECT:

CONQUER USA CORP.



ENCLOSED PLEASE FIND AN AMENDMENT TO ARTICLES OF INCORPORATION AND A CHECK IN THE AMOUNT OF: \$_87,50

From:

100002838881--5 -04/14/93--01060--001 *****87.50 ********87.50**

KENDALL TAX ACCOUNTING CORP. 9745 SUNSET DR., SUITE 201 MIAMI, FLORIDA 33173-4649 (305) 279-1411

AMENIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

CONQUER USA CORP.

(present name)

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

FIRST: Amendment (s) adopted: (indicate article number(s) being amendment, added or deleted)
ARTICLE IX:

 $\it RILTON~ANTONIO~COSTA~NUNES~$ resigned as Vice President of the corporation.

ARTICLE X:

RILTON ANTONIO COSTA NUNES resigned to his $\,255\,$ shares and return them to the corporation .

99 APR 14 PM 12: 15
SECRETARY OF STATE
AHASSEE, FLORID

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 itseft, are as follows:

THIRD	: The date of each amendment's adoptionApril 1st, 1999
FOURTH: Adoption of Amendment(s) (CHECK ONE)	
72	The amendment(s) was/were approved by shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by 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
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	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.
Signatur	Signed this 1st day of April 1999.
- 3	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shareholders)
	OR (By a director if adopted by directors)
	OR (By an incorporator if adopted by the incorporators)
	Typed or printed name
	President/Secretary