

8/19/98

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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: BRASEX, INC.

AUDIT NUMBER.....H98000015444

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
8-19-98

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRASEX, 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:

SOLANGE BULDRINI
PRESIDENT, SECRETARY & DIRECTOR

RONALDO DELIBERO
VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
121 SOUTH EAST 1ST STREET #611
MIAMI, FLORIDA 33131

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 10TH 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 10TH DAY OF AUGUST, 1998

BRASEX, INC.

BY:

Solange Buldrini

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

Typed or printed name: SOLANGE BULDRINI
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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