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1. ALLIANCE INTERNATIONAL DISTRIBUTORS  
(Corporation Name) (Document #)

(Corporation Name)

{Document #}

2. CARP.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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(Corporation Name)

(Document #)

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-08/20/98-01058--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
98 AUG 21 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 20, 1998

LAZARUS

MIAMI, FL

SUBJECT: ALLIANCE INTERNATIONAL DISTRIBUTORS CORP.  
Ref. Number: P98000064551

We have received your document for ALLIANCE INTERNATIONAL DISTRIBUTORS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 498A00043451

RECEIVED  
98 AUG 21 AM 11:54  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

FILED  
98 AUG 21 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS :

ALLIANCE INTERNATIONAL DISTRIBUTORS CORP.

AMENDMENT ARTICLE VII

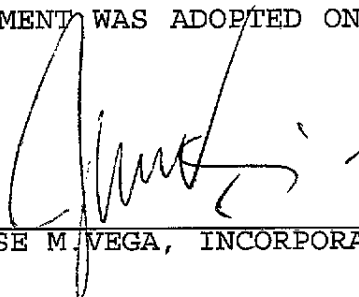
This corporation shall have ONE ( 1 ) Director . The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The name and address of the Director of the corporation is : MARCIO BORGES DE SOUZA, domiciled at Av. Vicente de Carvalho 1086 Rua C Casa 6 - Vila de Penha, 21210-000, Rio de Janeiro, RJ., Brazil.

The amendment was adopted by the incorporator and shareholder action was not required.

THIS ARTICLES OF AMENDMENT WAS ADOPTED ON THE AUGUST 18TH 1998.

BY :

  
JOSE M. VEGA, INCORPORATOR.