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Guernica & Gonzalez
Certified Public Accountants
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Miami, FL 33166

Department of State
P. O. Box 6327
Tallahassee, FL 32314

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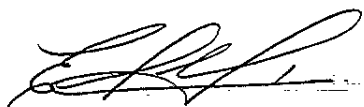
Re: APM International Corporation
Articles of Amendment

Ladies and Gentlemen:

Enclosed please find the Articles of Amendment of APM International Corporation and a check for \$ 35 covering the filing fees.

Kindly process the Articles of Amendment and return all resulting documentation to our office.

Sincerely,



Eduardo S. Gonzalez
For the firm

FILED
01 OCT 15 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN OCT 17 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
APM INTERNATIONAL CORPORATION**

FILED
01 OCT 15 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FIRST: The articles of incorporation shall be amended to read as follows:

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8335 N.W. 68 STREET
MIAMI, FL 33166

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is 7,500 shares of common stock at \$ 1. par value. The shares are owned as follows:

Ademir Mota De Moraes	2,500 shares
Luiz Ferraz Amaral	2,500 shares
Edivaldo Rezende	2,500 shares

ARTICLE VI - DIRECTORS

The corporation shall have three directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Each director shall have one vote. The names and addresses of the directors are as follows:

**Ademir Mota De Moraes,
Luiz Ferraz Amaral
&
Edivaldo Rezende
8335 N.W. 68 Street
Miami, FL 33166**

Adm

ARTICLE VII – OFFICERS

The officers of the corporation shall be as follows:

President:	Ademir Mota De Moraes
Vice President:	Luiz Ferraz Amaral
Treasurer:	Edivaldo Rezende
Secretary:	Luiz Ferraz Amaral

SECOND: The date of each amendment's adoption is October 12, 2001.

THIRD: The effective date of these amendments shall be October 12, 2001.

FOURTH: The amendments were approved by the shareholders on October 12, 2001. The number of votes cast for the amendments were sufficient for approval.

Signed this 12th. day of October, 2001.

Signature:



Ademir Mota De Moraes, President