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BASIC AMENDMENT

SUPER CELL, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Super Cell, Inc.
P99000094799

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: Amendments adopted:

Article V

REGISTERD AGENT

The new registered agent of this corporation shall be

Ismael Mendonca de Avelar Jr.
124 SE 1st Street
Miami, FL 33131

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Article VI

BOARD OF DIRECTORS

The new and only director of this corporation shall be:

Ismael Mendonca de Avelar Jr., President, Secretary and Treasurer
124 SE 1st Street
Miami, FL 33131

Following individuals shall hereby resign as directors and officers of this corporation:

Carlos Vasconcellos.

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 follows:

None

THIRD: The date of each amendment's adoption: October 27, 2003

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FOURTH: Adoption of Amendments

The amendments were approved by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 27th day of October 2003

Signature: _____

Carlos Vasconcellos, Director

Signature: _____

Ismaci Mendoca de Avelar, Jr. Director

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature: _____

Ismaci Mendonca de Avelar Jr.

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