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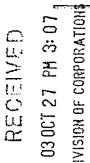
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BASIC AMENDMENT

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 1* Street Miami, FL 33131



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

Signatufe:

Ismael 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:

mai Mandonca da Avelar II

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