

P99000094836
Downtown Business Service

7345 Sandlake Rd. Suite 412, Orlando, FL. 32819

Tele: (407) 352-7006 / Fax: (407) 354-0470

December 10, 2001

Secretary of State
Corporation Division of New Filings
P.O. Box 6327
Tallahassee, FL 32314

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-12/11/01--01093--001
*****35.00 *****35.00

Re: INVICTA DISTRIBUTORS, INC.

Dear Sir/Ma'am:


Enclosed is an original of the Articles of Amendment the above-named Florida Corporation. Also enclosed is a check in the amount of \$35.00, representing payment of fees as follows:

Filing Fee	\$	35.00
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Please file the enclosed Articles of Amendment.

Thank you for your attention in this matter.

Sincerely,


Renee Larsen
Office Manager

FILED
01 DEC 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Articles of Amendment

Amend

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 14, 2001

RENEE LARSEN
DOWNTOWN BUSINESS SERVICE
7345 SANDLAKE RD., SUITE 412
ORLANDO, FL 32819

SUBJECT: INVICTA DISTRIBUTION, INC.
Ref. Number: P99000094836

We have received your document for INVICTA DISTRIBUTION, INC. 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 current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 901A00065899

Downtown Business Service

7345 Sandlake Rd. Suite 412, Orlando, FL. 32819

Tele: (407) 352-7006 / Fax: (407) 354-0470

December 17, 2001

Theresa Brown
Secretary of State
Corporation Division of New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: INVICTA DISTRIBUTION, INC.

Dear Theresa:

I phoned this morning to inquire on the status of the Articles of Amendment submitted for the above referenced corporation. I was told that some changes needed to be made and that we should re-submit the corrected amendments to your attention.

I have attached the new Articles of Amendment for your review and processing.

If you need any other information or have any questions please don't hesitate to call me at (407)352-7006.

Sincerely,



Renee Larsen
Office Manager

Enclosures: Article of Amendment to Articles of Incorporation (2)

**ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INVICTA DISTRIBUTION, INC.**

FILED
01 DEC 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607. 1006, Florida statues, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE - I Name and Principal Place of Business

The principle place of business of this corporation shall be changed from 672 N Semoran Boulevard, Suite 201, Orlando FL 32801 to the **new address: 6612 Kingspointe Parkway, Suite 4B, Orlando, FL 32819.**

ARTICLE -V Officers / Directors

As adopted by the board of directors and shareholders of the corporation the following changes were made:

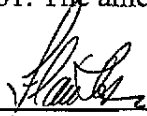
Joao E. Teixeira F. was elected as the Chairman of the Board of Directors who's current address is Al. Tahiti 52 1- Tambore III Santana do Parnaiba-SP Brazil.

Roberto Pineiro resigned as President/Director and was replaced by Flavio Fernandes da Cruz as President who's current address is 13419 Summerton Drive. Orlando, Florida 32824.

ARTICLE -VII Registered Agent and Address

Mike Diaz
7345 Sand lake Road # 412
Orlando, Florida 32819

The above amendments to the articles of Incorporation were adopted on November 10th, 2001. The amendments were approved by the Directors and shareholder's approval.



Flavio Fernandes da Cruz, President

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation of INVICTA DISTRIBUTION, INC., as Registered Agent to accept service of process for the above named corporation at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in the capacity and comply with the provision of Florida law relative to keeping the designated office open.


Mike Diaz, Registered Agent