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BASIC AMENDMENT
COLD FLORIDA CORP.

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DECEMBER 1, 2000

GOLD FLORIDA CORP.
ONE SOUTHEAST THIRD AVENUE
28TH FLOOR
MIAMI, FL 33131

SUBJECT: GOLD FLORIDA CORP.
REF: S01920

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KAREN GIBSON
CORPORATE SPECIALIST

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**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GOLD FLORIDA CORP.**

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TALLAHASSEE, FLORIDA

Pursuant to the applicable provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Amendment to its Articles of Incorporation.

1. The name of the corporation is GOLD FLORIDA CORP. (the "Corporation").
2. Article VI of the Corporation's Articles of Incorporation is deleted in its entirety and is hereby replaced by a new Article VI, as follows:

"ARTICLE VI - BOARD OF DIRECTORS

"The number of directors may be either increased or decreased from time to time, but shall never be less than one (1). The name and address of the current sole director is Yamara Freire da Costa Leite, Rua Padre Joao Mandel 1192, 11 andar, 01411-30 Sao Paulo, SP Brasil."

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and unanimously approved by the Corporation's shareholders on November 29, 2000, pursuant to Sections 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned President of the Corporation executes this Amendment on the 1st day of December, 2000.


Yamara Freire da Costa Leite, President
(formerly Yamara Costa L. J. Vilela)