

S47224

ROLANDO E. LEIVA, C.P.A., P.A.
LAKE SIDE COMMONS OFFICE PARK
7400 S.W. 50th TERRACE, SUITE 302
MIAMI, FLORIDA 33155
TELEPHONE # (305) 663-1511 FAX # (305) 663-3350

June 2, 1999

TO: DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

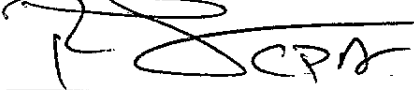
FROM: ROLANDO E. LEIVA, C.P.A.

REF: CETECH AMERICA, INC.

700002904427--1
-06/15/99--01001--013
*****35.00 *****35.00

Please amend the articles of the above named corporation.

Respectfully submitted,



Rolando E. Leiva, C.P.A.

FILED
99 JUN 10 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LFT 6-17-99

*ROLANDO E. LEIVA, C.P.A., P.A.*7400 SW 50 TERR., #302*MIAMI, FL*

FILED

99 JUN 10 AM 10:41

CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
CETECH AMERICA INC.

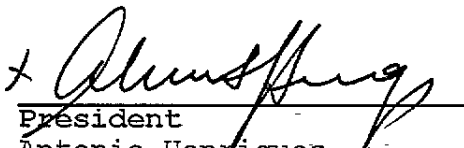
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the President and Secretary of CETECH AMERICA INC. / Charter # S47224 hereby certify that the Board of Directors of the corporation AND SHAREHOLDERS did unanimously approve and recommend, on the 2 ND day of JUNE 1999, at a meeting duly called for the purpose, that the Articles of Incorporation of Cetech America INC., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 23rd day of APRIL 1991, be amended in the manner set forth in the attached page and did propose said amendment to the stockholders of the corporation who unanimously approved the amendments.

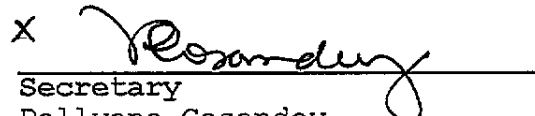
WE DO FURTHER CERTIFY that at a meeting duly called for that purpose, a majority of stockholders of the corporation did approve the foregoing amendment on the 2ND day of JUNE 1999.

IN WITNESS WHEREOF, the President/Secretary of the corporation has hereunto affixed his signature, and also affixed the corporate seal this 2 ND day of JUNE, 1999.

ATTEST:

x 

President
Antonio Henriques

x 

Secretary
Pollyana Cosandey

STATE OF FLORIDA
COUNTY OF DADE

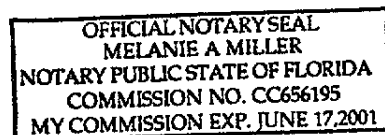
I DO HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named the take oaths and acknowledgements, personally appeared Antonio Henriques, PRES. AND Pollyana Cosandey, Secretary of Cetech America INC. to me well known to be the individual described in and who executed the foregoing Amendment to Certificate of Incorporation and they acknowledged before me that the matters and things contained therein are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above, this the 2ND day of JUNE, 1999.

MY COMMISSION EXPIRES: June 17, 2001



NOTARY PUBLIC
Notarial seal



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Cetech America INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The Certificate of incorporation of Cetech America INC. assigned document number S47224, heretofore approved and filed in the office of the Secretary of State of Florida, on April 23, 1991 is hereby amended in the following particular:

ARTICLE BOARD OF DIRECTORS

JOSE ARNALDO SCHWAN, was nominated and approved by the board of directors as a new DIRECTOR of the corporation with the position of TREASURER; Mr. Schwan was nominated and elected to the position of DIRECTOR/TREASURER effective this 2nd day of June, 1999.

JOSE ARNALDO SCHWAN
ADDRESS: RUA NATALINA CARNEIRO NO. 740
APT. 301 - VITORIA - ES - BRASIL

ERICA MORAIS HENRIQUES, was nominated and approved by the board of directors as a new DIRECTOR of the corporation with the position of DIRECTOR; Ms. ERICA MORAIS HENRIQUES was nominated and elected to the position of DIRECTOR effective this 2nd day of June, 1999.

ERICA MORAIS HENRIQUES
ADDRESS: PCA IRMAOS KARMANN 111
APT 104A SAO PAULO - SP - BRASIL