

559626

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**COSTA-USA, INC.**

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August 18, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

COSTA-USA, INC.  
6161 BLUE LAGOON DRIVE  
SUITE 190  
MIAMI, FL 33126US

SUBJECT: COSTA-USA, INC.  
REF: S59626

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please give the date of adoption by the shareholders or a state that the amendment was adopted by the directors and shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H08000194367  
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ARTICLES OF AMENDMENT  
FOR  
COSTA-USA, INC.,  
DOCUMENT NO: S59626

2008 AUG 19 AM 11:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, an officer and director of COSTA-USA, INC., a Florida corporation, (the "Company"), hereby certifies that:

1. The Company is a duly formed, validly existing company in good standing under the laws of Florida.

2. The Articles of Incorporation of the Company, filed in the State of Florida on 06/10/91 have been amended on July 28, 2008 and remain in full force and effect.

3. At a special meeting of the directors of the Company duly and regularly held in accordance with its regulations, at which a quorum was present and voting, the following resolutions were adopted, and the same have not been revoked, cancelled, annulled or amended in any manner and are in full force and effect on the date hereof.

4. The date of the amendment's adoption is July 28, 2008. The amendment(s) was approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

**RESOLVED:** That the following is the duly elected and acting officer of the Corporation effective July 28, 2008:

**RAUL MIYARES - Director**

**RESOLVED:** That the following directors have resigned:

Agustin Garcia Bolanos Cacho  
Carla Revilla  
Jaime Marquez  
Thomas Warren  
Richard Muller

**RESOLVED:** RAUL MIYARES as the Director of the Company, acting alone, be and hereby is authorized to make, execute and deliver all documents as may be required.

**RESOLVED:** That all actions previously taken by the Company, its agents or representatives, consistent with or in furtherance of the foregoing are hereby endorsed, approved and ratified in their entirety; and,

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CORPORATE RESOLUTION  
COSTA-USA, INC.

**RESOLVED:** That the Registered Agent of COSTA-USA, INC., effective July 28, 2008 is:

Oscar J. Vila, Esq.  
VILA, PADRON & DIAZ, P.A.  
2320 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

**RESOLVED:** That this resolution shall continue in full force and effect and may be relied upon until receipt of written notice of any change therein.

IN WITNESS WHEREOF, I have affixed my name in my capacity as the Director of the Corporation, set forth below my signature this 12th day of August, 2008.

  
\_\_\_\_\_  
RAUL MIYARES  
DIRECTOR

STATE OF FLORIDA  
COUNTY OF DADE

On this 12th day of August, 2008, before me personally appeared **RAUL MIYARES** known to me to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as free act and deed.

NOTARY PUBLIC  
STATE OF FLORIDA



Idania Garcia  
Commission # 00641035  
Expires: APR 17, 2011  
www.AaronNotary.com

My Commission Expires:

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CORPORATE RESOLUTION  
COSTA-USA, INC.

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provision 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.

  
\_\_\_\_\_  
OSCAR J. VILA  
REGISTERED AGENT

8/14/08  
DATE

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