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BASIC AMENDMENT

ACB LATINOAMERICA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

June 26, 2002

ACB LATINOAMERICA, INC. 7252 NW 31 STREET MIAMI, FL 33166

SUBJECT: ACB LATINOAMERICA, INC.

REF: P00000057831

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Karen Gibson Corporate Specialist FAX Aud. #: H02000157075 Letter Number: 002A00040999

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION **OF**

ACB LATINOAMERICA, INC.

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: The following article are being amended:

Article VII: The new Board of Directors and officers is:

Jorge Hurtado

7552 N. W. 31 St.

President/Secretary Miami, Fl. 33166

SECOND: The date of each amendment's adoption is June 25, 2002

: The amendments were approved by the shareholders. The number of votes

Cast for the amendments were sufficient for aproval.

Signed this 25 of June, 2002

Signature

Jorge Hurtado

President/ Secretary